

GRAINGER W W INC  
Form 4  
September 09, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOWARD JOHN L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year)  
09/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/08/2010		M		12,500 A \$ 45.5	54,933	D
Common Stock	09/08/2010		S		100 D \$ 110.91	54,833	D
Common Stock	09/08/2010		S		100 D \$ 110.93	54,733	D
Common Stock	09/08/2010		S		100 D \$ 110.94	54,633	D
Common Stock	09/08/2010		S		100 D \$ 110.95	54,533	D

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Common Stock	09/08/2010	S	800	D	\$ 110.96	53,733	D
Common Stock	09/08/2010	S	1,600	D	\$ 110.97	52,133	D
Common Stock	09/08/2010	S	1,600	D	\$ 110.98	50,533	D
Common Stock	09/08/2010	S	1,265	D	\$ 110.99	49,268	D
Common Stock	09/08/2010	S	1,262	D	\$ 111	48,006	D
Common Stock	09/08/2010	S	1,000	D	\$ 111.01	47,006	D
Common Stock	09/08/2010	S	400	D	\$ 111.02	46,606	D
Common Stock	09/08/2010	S	1,400	D	\$ 111.03	45,206	D
Common Stock	09/08/2010	S	1,100	D	\$ 111.04	44,106	D
Common Stock	09/08/2010	S	700	D	\$ 111.05	43,406	D
Common Stock	09/08/2010	S	100	D	\$ 111.06	43,306	D
Common Stock	09/08/2010	S	566	D	\$ 111.07	42,740	D
Common Stock	09/08/2010	S	100	D	\$ 111.08	42,640	D
Common Stock	09/08/2010	S	107	D	\$ 111.09	42,533	D
Common Stock	09/08/2010	S	100	D	\$ 111.1	42,433	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Option	\$ 45.5	09/08/2010	M	12,500	04/30/2006	04/29/2013	Common Stock	12,500
Option	\$ 54.14				04/28/2007	04/27/2014	Common Stock	12,000
Option	\$ 52.29				04/27/2008	04/26/2015	Common Stock	13,000
Option	\$ 76.61				04/26/2009	04/25/2016	Common Stock	10,000
Option	\$ 83.08				04/25/2010	04/24/2017	Common Stock	10,000
Option	\$ 85.82				04/30/2011	04/29/2018	Common Stock	11,000
Option	\$ 81.49				04/29/2012	04/28/2019	Common Stock	21,000
Option	\$ 108.15				04/28/2013	04/27/2020	Common Stock	19,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP and General Counsel	

## Signatures

C. L. Kogl, as attorney-in-fact  
Date: 09/09/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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