

ANDERSON BRIAN P

Form 4

February 03, 2011

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON BRIAN P

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
100 GRAINGER PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2011		M		1,980	A	\$ 45.5 6,320
Common Stock	02/02/2011		S		802	D	\$ 131.196 5,518
Common Stock	02/02/2011		S		457	D	\$ 131.22 5,061
Common Stock	02/02/2011		S		200	D	\$ 131.23 4,861
Common Stock	02/02/2011		S		200	D	\$ 131.24 4,661
	02/02/2011		S		121	D	\$ 131.27 4,540

Common
Stock

Common Stock	02/02/2011	S	100	D	\$ 131.2763	4,440	D
-----------------	------------	---	-----	---	----------------	-------	---

Common Stock	02/02/2011	S	100	D	\$ 131.29	4,340	D
-----------------	------------	---	-----	---	-----------	-------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Units	(1)					(2)	(2)	Common Stock		10,339
Stock Option	\$ 54.61					04/24/2002	04/23/2012	Common Stock		1,650
Stock Option	\$ 45.5	02/02/2011		M	1,980	04/30/2003	04/29/2013	Common Stock		1,980
Stock Option	\$ 54.14					04/28/2004	04/27/2014	Common Stock		1,670

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON BRIAN P 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X

Signatures

Cristen L. Kogl, as
attorney-in-fact

02/03/2011

__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).

(1) 1-for-1

(2) The stock units are expected to settle in cash following termination of service as a director.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.