

GRAINGER W W INC  
Form 4  
February 17, 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  
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(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)  
**02/16/2011**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/16/2011                              |                                                             | A                                    |                                                                         | 1,420                                                                                                              | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 43,853                                                            |
| Common<br>Stock                       | 02/16/2011                              |                                                             | F                                    |                                                                         | 461                                                                                                                | D                                                                    | \$<br>138.29                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 43,392                                                            |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | D                                                                 |

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

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SEC 1474  
(9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Amount or Number of Shares                                  |
| 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<br>100 GRAINGER PARKWAY<br>LAKE FOREST, IL 60045-5201 | Sr. VP and General Counsel       |

## Signatures

Cristen L. Kogl, as  
attorney-in-fact 02/17/2011

\_\_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).

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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