

GRAINGER W W INC  
Form 4  
September 08, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RYAN JAMES T**

(Last) (First) (Middle)

**100 GRAINGER PARKWAY**

(Street)

**LAKE FOREST, IL 600455201**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/03/2015**

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)

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/03/2015		M <sup>(1)</sup>		28,500	A	\$ 85.82	192,263	D
Common Stock	09/03/2015		M <sup>(1)</sup>		32,500	A	\$ 81.49	224,763	D
Common Stock	09/03/2015		S <sup>(1)</sup>		61,000	D	\$ 221.2268	163,763	D
Common Stock	09/04/2015		M <sup>(1)</sup>		28,500	A	\$ 85.82	192,263	D
Common Stock	09/04/2015		M <sup>(1)</sup>		32,500	A	\$ 81.49	224,763	D

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Common Stock	09/04/2015	<u>S(1)</u>	300	D	\$ 217.22	224,463	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.23	224,363	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.51	224,263	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.52	224,163	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.53	224,063	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.56	223,963	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.57	223,763	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.59	223,563	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.6	223,363	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.61	223,263	D
Common Stock	09/04/2015	<u>S(1)</u>	101	D	\$ 217.62	223,162	D
Common Stock	09/04/2015	<u>S(1)</u>	1,000	D	\$ 217.63	222,162	D
Common Stock	09/04/2015	<u>S(1)</u>	1,228	D	\$ 217.64	220,934	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.65	220,834	D
Common Stock	09/04/2015	<u>S(1)</u>	300	D	\$ 217.6647	220,534	D
Common Stock	09/04/2015	<u>S(1)</u>	2,799	D	\$ 217.67	217,735	D
Common Stock	09/04/2015	<u>S(1)</u>	699	D	\$ 217.68	217,036	D
Common Stock	09/04/2015	<u>S(1)</u>	201	D	\$ 217.69	216,835	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.71	216,635	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 85.82	09/03/2015		M <sup>(1)</sup>	28,500	04/30/2011 04/29/2018	Common Stock 28,500
Stock Option	\$ 81.49	09/03/2015		M <sup>(1)</sup>	32,500	04/29/2012 04/28/2019	Common Stock 32,500
Stock Option	\$ 85.82	09/04/2015		M <sup>(1)</sup>	28,500	04/30/2011 04/29/2018	Common Stock 28,500
Stock Option	\$ 81.49	09/04/2015		M <sup>(1)</sup>	32,500	04/29/2012 04/28/2019	Common Stock 32,500
Stock Option	\$ 108.15					04/28/2013 04/27/2020	Common Stock 122,000
Stock Option	\$ 149.02					04/27/2014 04/26/2021	Common Stock 96,400
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock 78,100
Stock Option	\$ 245.86					04/24/2016 04/23/2023	Common Stock 70,465
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock 56,558
Stock Option	\$ 231.88					04/01/2018 03/31/2025	Common Stock 65,816

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 600455201	X		Chairman, President and CEO	

## Signatures

John L. Howard, as  
attorney-in-fact

09/08/2015

\_\_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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

### Remarks:

This is the first of five Forms 4 to report all September 3, 2015 and September 4, 2015 transactions for the reporting person.

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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