## Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER	W W INC									
Form 4										
September 01	, 2016									
FORM	r	OMB APPROVAL								
	UNITED 5	TATES SECUR Was	hington,			COMMISSION	OMB Number:	3235-0287		
Check this box if no longer							Expires:	January 31, 2005		
subject to	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated average		
Section 16	SECURITIES							burden hours per response 0.5		
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligation	- -						<b>n</b>			
may contin	nue. Section 17(a	) of the Public Ut 30(h) of the Inv	•	<b>U</b>	• •		11			
See Instruc	ction	50(II) of the III	vestment	Company	ACT 01 19	40				
1(b).										
(Print or Type R	esponses)									
	ldress of Reporting P	erson <u>*</u> 2. Issuer	Name and	Ticker or T	Trading	5. Relationship of	Reporting Person(s) to			
LEVENICK STUART L Symbol Issuer										
		GRAIN	GER W V	V INC [G	WW]	(Check all applicable)				
(Last)	iddle) 3. Date of	3. Date of Earliest Transaction				(Check an applicable)				
		(Month/D	ay/Year)			_X_ Director	109	6 Owner		
100 GRAINO	09/01/20	)16			Officer (give title Other (specify below) below)					
	4 16 4	1 ( D (	01							
		ndment, Dat	-		6. Individual or Joint/Group Filing(Check					
		Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
LAKE FORE	EST, IL 60045						More than One R			
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		onAcquired		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, -		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Wolldin Day) Tear)	(1130.0)	(1130. 5,	+ and 5)	Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D) Price	(msu. 5 and 4)				
Common						400	D			
Stock										

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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Der Sec	Fitle of rivative curity str. 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. Transac Code (Instr. 3		onNumber Expirat		Expiration D (Month/Day/	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	
	ock nits	<u>(1)</u>	09/01/2016		А		86		(2)	(2)	Common Stock	86	\$ 230.66

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
1 0	Director	10% Owner	Officer	Other					
LEVENICK STUART L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Х								
Signatures									
Noni Ellison Southall, as attorney-in-fact		09/01/	2016						
**Signature of Reporting Person		Date	e						
Evaluation of Responses:									

## **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 shares of common stock on a one-for-one basis 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.