GRAINGER W W INC

Form 4 March 02, 2017

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer

3235-0287 Number: January 31,

subject to Section 16. Form 4 or

Expires: 2005 Estimated average

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

burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SLAVIK JAMES D			2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
100 GRAINGER PARKWAY		WAY	(Month/Day/Year) 03/01/2017	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAKE FORE	ST IL 6004	45	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
Li iiiL i oiti	.b1,1L 000			Person		

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)			4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	, ,	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership			
		(Mondin Day/ Tear)	(msu. o)	(A)	Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)			
			Code V	or Amount (D) Pr	(Instr. 3 and 4)					
Common Stock					828,194	D				
Common Stock					68,847	I	See Footnote (1)			
Common Stock					1,039,490	I	See Footnote (2)			
Common Stock					1,635,760	I	See Footnote (3)			

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Common Stock	87,306	I	See Footnote (4)
Common Stock	255,686	I	See Footnote (5)

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Underlying S	Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number of	
				Code V	(A) (D)				Shares	
Stock Units	<u>(6)</u>	03/01/2017		A	94	<u>(7)</u>	<u>(7)</u>	Common Stock	94	\$ 247.96

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SLAVIK JAMES D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	X					
Signatures						
Hugo Dubovoy, Jr., as attorney-in-fact		03/02/20	17			

Reporting Owners 2

Date

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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) Shares held by trusts of which Mr. Slavik is a beneficiary and trustee or co-trustee.
- (2) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (3) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.
- (4) Shares held by trusts of which Mr. Slavik is a trustee or co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares owned by Emerald Bay Ventures II, LLC of which Mr. Slavik is a member and the sole manager. Mr. Slavik disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.
- (**6**) 1-for-1
- (7) The stock units are expected to settle in shares of common stock on a one-for-one basis following end 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.