

CARRUTHERS COURT D  
Form 4  
December 21, 2011

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARRUTHERS COURT D

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President

(Street)  
LAKE FOREST, IL 60045-5201

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

(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	(D)	Price
Common Stock	12/20/2011		M		8,000	A	\$ 85.82
Common Stock	12/20/2011		S		132	D	\$ 184.55
Common Stock	12/20/2011		S		300	D	\$ 184.5511
Common Stock	12/20/2011		S		300	D	\$ 184.64
Common Stock	12/20/2011		S		43	D	\$ 184.66

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Common Stock	12/20/2011	S	200	D	\$ 184.94	29,174	D
Common Stock	12/20/2011	S	100	D	\$ 184.942	29,074	D
Common Stock	12/20/2011	S	100	D	\$ 185.012	28,974	D
Common Stock	12/20/2011	S	200	D	\$ 185.0501	28,774	D
Common Stock	12/20/2011	S	100	D	\$ 185.1	28,674	D
Common Stock	12/20/2011	S	288	D	\$ 185.1001	28,386	D
Common Stock	12/20/2011	S	100	D	\$ 185.12	28,286	D
Common Stock	12/20/2011	S	100	D	\$ 185.15	28,186	D
Common Stock	12/20/2011	S	200	D	\$ 185.1501	27,986	D
Common Stock	12/20/2011	S	100	D	\$ 185.154	27,886	D
Common Stock	12/20/2011	S	100	D	\$ 185.17	27,786	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.**

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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. Amount or Number of Shares
Option	\$ 85.82	12/20/2011		M	8,000	04/30/2011 04/29/2018	Common Stock	8,000

