

JADIN RONALD L
Form 5
January 09, 2013

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JADIN RONALD L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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 & CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|-----------------------------------|
| Common Stock | 12/21/2011 | Â | G | 1,025 | A | \$ 0 (1) | 17,901 | D | Â |
| Common Stock | 12/21/2011 | Â | G | 1,025 | D | \$ 0 (1) | 0 | I | By wife. (3) |
| Common Stock | 12/30/2011 | Â | G | 4,401 | D | \$ 0 (2) | 13,500 | D | Â |
| Common Stock | 12/30/2011 | Â | G | 4,401 | A | \$ 0 (2) | 4,401 | I | By wife. (3) |

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

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(9-02)

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 | \$ 54.14 | Â | Â | Â | Â | 04/28/2007 04/27/2014 | Common Stock | 3,900 |
| Option | \$ 52.29 | Â | Â | Â | Â | 04/27/2008 04/26/2015 | Common Stock | 5,000 |
| Option | \$ 76.61 | Â | Â | Â | Â | 04/26/2009 04/25/2016 | Common Stock | 3,500 |
| Option | \$ 83.08 | Â | Â | Â | Â | 04/25/2010 04/24/2017 | Common Stock | 3,200 |
| Option | \$ 85.82 | Â | Â | Â | Â | 04/30/2011 04/29/2018 | Common Stock | 13,500 |
| Option | \$ 81.49 | Â | Â | Â | Â | 04/29/2012 04/28/2019 | Common Stock | 30,000 |
| Option | \$ 108.15 | Â | Â | Â | Â | 04/28/2013 04/27/2020 | Common Stock | 29,000 |
| Option | \$ 149.02 | Â | Â | Â | Â | 04/27/2014 04/26/2021 | Common Stock | 25,336 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045 | Â | Â | Â Sr. VP & CFO | Â |

Signatures

David L. Rawlinson, as
attorney-in-fact

01/09/2013

__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) On December 21, 2011, Mr. Jadin acquired 1,025 shares through a gift from his wife.
- (2) On December 30, 2011, Mr. Jadin disposed of 4,401 shares through a gift to his wife.
- (3) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.