

GRAINGER W W INC
Form 4
December 22, 2014

FORM 4 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).

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

(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. Date of Earliest Transaction
(Month/Day/Year)
12/22/2014

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 & Group President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
| | | | | Code | V Amount Price | | | |
| Common Stock | 12/22/2014 | | M | | A \$ 108.15 | 36,315 | D | |
| Common Stock | 12/22/2014 | | S | | D \$ 256.13 | 35,915 | D | |
| Common Stock | 12/22/2014 | | S | | D \$ 256.19 | 35,815 | D | |
| Common Stock | 12/22/2014 | | S | | D \$ 256.2 | 35,115 | D | |
| Common Stock | 12/22/2014 | | S | | D \$ 256.21 | 35,015 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 12/22/2014 | S | 200 | D | \$ 256.22 | 34,815 | D |
| Common Stock | 12/22/2014 | S | 100 | D | \$ 256.23 | 34,715 | D |
| Common Stock | 12/22/2014 | S | 59 | D | \$ 256.27 | 34,656 | D |
| Common Stock | 12/22/2014 | S | 389 | D | \$ 256.28 | 34,267 | D |
| Common Stock | 12/22/2014 | S | 280 | D | \$ 256.29 | 33,987 | D |
| Common Stock | 12/22/2014 | S | 172 | D | \$ 256.3 | 33,815 | D |
| Common Stock | 12/22/2014 | S | 100 | D | \$ 256.31 | 33,715 | D |
| Common Stock | 12/22/2014 | S | 100 | D | \$ 256.32 | 33,615 | D |
| Common Stock | 12/22/2014 | S | 200 | D | \$ 256.34 | 33,415 | D |
| Common Stock | 12/22/2014 | S | 68 | D | \$ 256.35 | 33,347 | D |
| Common Stock | 12/22/2014 | S | 1 | D | \$ 256.36 | 33,346 | D |
| Common Stock | 12/22/2014 | S | 100 | D | \$ 256.38 | 33,246 | D |
| Common Stock | 12/22/2014 | S | 1,205 | D | \$ 256.39 | 32,041 | D |
| Common Stock | 12/22/2014 | S | 31 | D | \$ 256.41 | 32,010 | D |
| Common Stock | 12/22/2014 | S | 380 | D | \$ 256.42 | 31,630 | D |
| Common Stock | 12/22/2014 | S | 120 | D | \$ 256.43 | 31,510 | D |
| Common Stock | 12/22/2014 | S | 700 | D | \$ 256.44 | 30,810 | D |
| Common Stock | 12/22/2014 | S | 29 | D | \$ 256.45 | 30,781 | D |
| Common Stock | 12/22/2014 | S | 100 | D | \$ 256.46 | 30,681 | D |
| Common Stock | 12/22/2014 | S | 300 | D | \$ 256.47 | 30,381 | D |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option | \$ 108.15 | 12/22/2014 | | M | 14,500 | 04/28/2013 | 04/27/2020 | Common Stock | 14,500 |
| Stock Option | \$ 149.02 | | | | | 04/27/2014 | 04/26/2021 | Common Stock | 24,876 |
| Stock Option | \$ 204.01 | | | | | 04/25/2015 | 04/24/2022 | Common Stock | 16,923 |
| Stock Option | \$ 245.86 | | | | | 04/24/2016 | 04/23/2023 | Common Stock | 15,741 |
| Stock Option | \$ 248.22 | | | | | 04/30/2017 | 04/29/2024 | Common Stock | 12,266 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARRUTHERS COURT D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045 | | | Sr. VP & Group President | |

Signatures

Aimee L. Nolan, as attorney-in-fact
12/22/2014

**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).

Remarks:

This is the first of three Forms 4 to report all December 22, 2014 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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