## Edgar Filing: HALL WILLIAM K - Form 4

HALL WILLIA Form 4											
December 05, 2	Л									PPROVAL	
	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	<b>STATEM</b> Filed purs e. Section 17(a	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								January 31 Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type Resp	ponses)										
HALL WILLIAM K Sy			2. Issuer Name <b>and</b> Ticker or Trading Symbol GRAINGER W W INC [GWW]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Mor			3. Date of Earliest Transaction Month/Day/Year) 12/01/2005					XDirector10% Owner Officer (give titleOther (specify below)below)			
				nendment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
LAKE FORES	T, IL 60045-52	201						Person		eporting	
(City)	(State) (A	Zip)	Table	I - Non-De	rivative S	ecuriti	ies Aco	quired, Disposed o	f, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock					mount		1100	3,000	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.

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

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

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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. Transacti Code (Instr. 8)	5. 6. Date Exercisable and orNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	12/01/2005		А	7		(2)	(2)	Common Stock	7	\$ 70.23

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HALL WILLIAM K 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х							
Signatures								
L. M. Trusdell, as attorney-in-fact	12/	05/2005						
**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) 1-for-1

(2) The stock units are expected to settle in cash 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.