GRAINGER W W INC

Form 4

October 17, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or
Form 5
Filed pursuant to Section 16(a) of the Section obligations

Section 17(a) of the Public Helling (1997)

(Middle)

Estimated average burden hours per response... 0.5

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 **CARRUTHERS COURT D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol GRAINGER W W INC [GWW]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

___ Director

____ 10% Owner

100 GRAINGER PARKWAY

(Street)

(Month/Day/Year) 10/16/2013

below)
Sr. Vice President

X Officer (give title below)

tle ____ Other (specify below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045-5201

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
G			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/16/2013		M <u>(1)</u>	5,000	A	\$ 81.49	27,952	D	
Common Stock	10/16/2013		S(1)	200	D	\$ 253.25	27,752	D	
Common Stock	10/16/2013		S(1)	100	D	\$ 253.32	27,652	D	
Common Stock	10/16/2013		S(1)	100	D	\$ 253.36	27,552	D	
Common Stock	10/16/2013		S(1)	100	D	\$ 253.56	27,452	D	

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Common Stock	10/16/2013	S(1)	300	D	\$ 253.83	27,152	D
Common Stock	10/16/2013	S(1)	100	D	\$ 253.95	27,052	D
Common Stock	10/16/2013	S <u>(1)</u>	450	D	\$ 254	26,602	D
Common Stock	10/16/2013	S(1)	500	D	\$ 254.05	26,102	D
Common Stock	10/16/2013	S(1)	100	D	\$ 254.77	26,002	D
Common Stock	10/16/2013	S(1)	250	D	\$ 254.78	25,752	D
Common Stock	10/16/2013	S(1)	200	D	\$ 254.87	25,552	D
Common Stock	10/16/2013	S(1)	100	D	\$ 254.92	25,452	D
Common Stock	10/16/2013	S(1)	400	D	\$ 254.98	25,052	D
Common Stock	10/16/2013	S(1)	200	D	\$ 255.05	24,852	D
Common Stock	10/16/2013	S(1)	100	D	\$ 255.63	24,752	D
Common Stock	10/16/2013	S(1)	100	D	\$ 255.99	24,652	D
Common Stock	10/16/2013	S(1)	100	D	\$ 256	24,552	D
Common Stock	10/16/2013	S(1)	80	D	\$ 256.34	24,472	D
Common Stock	10/16/2013	S(1)	100	D	\$ 256.35	24,372	D
Common Stock	10/16/2013	S(1)	20	D	\$ 256.5	24,352	D
Common Stock	10/16/2013	S(1)	300	D	\$ 256.84	24,052	D
Common Stock	10/16/2013	S(1)	100	D	\$ 256.85	23,952	D
Common Stock	10/16/2013	S(1)	1,000	D	\$ 257.45	22,952	D

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

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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. Transactio Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 81.49	10/16/2013		M <u>(1)</u>		5,000	04/29/2012	04/28/2019	Common Stock	5,000
Stock Option	\$ 108.15						04/28/2013	04/27/2020	Common Stock	29,000
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

Reporting Owners

Reporting Owner Name / Address	Relationships
Reput ting Owner Maine / Address	

Director 10% Owner Officer Other

CARRUTHERS COURT D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr. Vice President

Signatures

David L. Rawlinson, as attorney-in-fact

10/17/2013

**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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Reporting Owners 3

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