

GRAINGER W W INC
Form 4
May 30, 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 *
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. Date of Earliest Transaction (Month/Day/Year)
05/28/2014

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 & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	05/28/2014		M		3,500 A \$ 76.61	25,702	D
Common Stock	05/28/2014		S		100 D \$ 254.35	25,602	D
Common Stock	05/28/2014		S		25 D \$ 254.41	25,577	D
Common Stock	05/28/2014		S		55 D \$ 254.44	25,522	D
Common Stock	05/28/2014		S		100 D \$ 254.45	25,422	D

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Common Stock	05/28/2014	S	300	D	\$ 254.46	25,122	D	
Common Stock	05/28/2014	S	3	D	\$ 254.5	25,119	D	
Common Stock	05/28/2014	S	100	D	\$ 254.64	25,019	D	
Common Stock	05/28/2014	S	100	D	\$ 254.66	24,919	D	
Common Stock	05/28/2014	S	154	D	\$ 254.67	24,765	D	
Common Stock	05/28/2014	S	104	D	\$ 254.68	24,661	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8	24,561	D	
Common Stock	05/28/2014	S	100	D	\$ 254.81	24,461	D	
Common Stock	05/28/2014	S	200	D	\$ 254.82	24,261	D	
Common Stock	05/28/2014	S	200	D	\$ 254.87	24,061	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8836	23,961	D	
Common Stock	05/28/2014	S	300	D	\$ 254.89	23,661	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8936	23,561	D	
Common Stock	05/28/2014	S	100	D	\$ 254.9	23,461	D	
Common Stock	05/28/2014	S	100	D	\$ 254.9754	23,361	D	
Common Stock						6,086	I	By wife. <u>(1)</u>

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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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
Stock Option	\$ 76.61	05/28/2014		M	3,500	04/26/2009 04/25/2016	Common Stock	3,500
Stock Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82					04/30/2011 04/29/2018	Common Stock	13,500
Stock Option	\$ 81.49					04/29/2012 04/28/2019	Common Stock	30,000
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	25,336
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock	19,527
Stock Option	\$ 245.86					04/24/2016 04/23/2023	Common Stock	16,790
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock	13,084

Reporting Owners

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

Signatures

David L. Rawlinson, as attorney-in-fact 05/30/2014

**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).
- (1) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Remarks:

This is the first of two Forms 4 filed to report all May 28, 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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