

GRAINGER W W INC
Form 3
November 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â JADIN RONALD L		(Month/Day/Year)	GRAINGER W W INC [GW]	
(Last)	(First)	(Middle)	11/03/2006	
100 GRAINGER PARKWAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
LAKE FOREST,Â ILÂ 60045		___ Director ___ 10% Owner		___X___ Form filed by One Reporting Person
(City)	(State)	(Zip)	___X___ Officer ___ Other (specify below)	
		Vice President & Controller		___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,850	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Option	10/29/2001	10/28/2008	Common Stock	8,000	\$ 44.25	I	By wife. ⁽¹⁾
Option	04/28/2002	04/27/2009	Common Stock	2,830	\$ 48.625	I	By wife. ⁽¹⁾
Option	04/26/2003	04/25/2010	Common Stock	3,260	\$ 43.5	I	By wife. ⁽¹⁾
Option	04/26/2006	04/25/2010	Common Stock	490	\$ 43.5	I	By wife. ⁽¹⁾
Option	04/25/2004	04/24/2011	Common Stock	7,500	\$ 37.5	I	By wife. ⁽¹⁾
Option	04/25/2007	04/24/2011	Common Stock	330	\$ 37.5	I	By wife. ⁽¹⁾
Option	04/24/2005	04/23/2012	Common Stock	7,500	\$ 54.61	I	By wife. ⁽¹⁾
Option	04/30/2006	04/29/2013	Common Stock	9,000	\$ 45.5	I	By wife. ⁽¹⁾
Option	04/28/2007	04/27/2014	Common Stock	3,900	\$ 54.14	I	By wife. ⁽¹⁾
Option	04/27/2008	04/26/2015	Common Stock	5,000	\$ 52.29	I	By wife. ⁽¹⁾
Option	04/26/2009	04/25/2016	Common Stock	3,500	\$ 76.61	D	Â

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 Vice President & Controller	Â

Signatures

J. L. Howard, as attorney-in-fact
11/10/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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