

GRAINGER W W INC
Form 4
September 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
HOWARD JOHN L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2011

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 and General Counsel

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	(A) or (D)	Price
Common Stock	09/15/2011		M		12,000	A	\$ 54.14
Common Stock	09/15/2011		S		100	D	\$ 159.38
Common Stock	09/15/2011		S		810	D	\$ 159.42
Common Stock	09/15/2011		S		101	D	\$ 159.4218
Common Stock	09/15/2011		S		100	D	\$ 159.422

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Common Stock	09/15/2011	S	90	D	\$ 159.43	53,184	D
Common Stock	09/15/2011	S	400	D	\$ 159.502	52,784	D
Common Stock	09/15/2011	S	295	D	\$ 159.51	52,489	D
Common Stock	09/15/2011	S	405	D	\$ 159.53	52,084	D
Common Stock	09/15/2011	S	100	D	\$ 159.532	51,984	D
Common Stock	09/15/2011	S	100	D	\$ 159.595	51,884	D
Common Stock	09/15/2011	S	100	D	\$ 159.611	51,784	D
Common Stock	09/15/2011	S	300	D	\$ 159.64	51,484	D
Common Stock	09/15/2011	S	100	D	\$ 159.65	51,384	D
Common Stock	09/15/2011	S	200	D	\$ 159.66	51,184	D
Common Stock	09/15/2011	S	400	D	\$ 159.67	50,784	D
Common Stock	09/15/2011	S	81	D	\$ 159.69	50,703	D
Common Stock	09/15/2011	S	100	D	\$ 159.72	50,603	D
Common Stock	09/15/2011	S	400	D	\$ 159.73	50,203	D
Common Stock	09/15/2011	S	200	D	\$ 159.735	50,003	D
Common Stock	09/15/2011	S	100	D	\$ 159.74	49,903	D
Common Stock	09/15/2011	S	200	D	\$ 159.745	49,703	D

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)**

Remarks:

This is the first of three Forms 4 to report all September 15, 2011 transactions for the reporting person.

Exhibit List: Exhibit 24 - Power of 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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