

GRAINGER W W INC
Form 4
February 20, 2015

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 *
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)
02/19/2015

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 & Chief Financial Off

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/19/2015		F	3,951 D	\$ 235.65	18,251	D
Common Stock						5,936	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)

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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price or Amount of Securities (Instr. 3 and 4)
Stock Option	\$ 83.08					Date Exercisable: 04/25/2010 Expiration Date: 04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82					Date Exercisable: 04/30/2011 Expiration Date: 04/29/2018	Common Stock	13,500
Stock Option	\$ 81.49					Date Exercisable: 04/29/2012 Expiration Date: 04/28/2019	Common Stock	30,000
Stock Option	\$ 108.15					Date Exercisable: 04/28/2013 Expiration Date: 04/27/2020	Common Stock	29,000
Stock Option	\$ 149.02					Date Exercisable: 04/27/2014 Expiration Date: 04/26/2021	Common Stock	25,336
Stock Option	\$ 204.01					Date Exercisable: 04/25/2015 Expiration Date: 04/24/2022	Common Stock	19,527
Stock Option	\$ 245.86					Date Exercisable: 04/24/2016 Expiration Date: 04/23/2023	Common Stock	16,790
Stock Option	\$ 248.22					Date Exercisable: 04/30/2017 Expiration Date: 04/29/2024	Common Stock	13,084

Reporting Owners

Reporting Owner Name / Address

Relationships

JADIN RONALD L
100 GRAINGER PARKWAY
LAKE FOREST, IL 60045

Director 10% Owner Officer Other

Sr. VP & Chief Financial Off

Signatures

David L. Rawlinson, as
attorney-in-fact

02/19/2015

**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.

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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