

GRAINGER W W INC  
Form 4  
February 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Macpherson Donald G

(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)  
02/27/2015

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 & Group President

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	02/27/2015		A		1,862	A	\$ 0	27,539	D	
Common Stock	02/27/2015		F		851	D	\$ 254.89	26,688	D	
Common Stock	02/27/2015		S <sup>(1)</sup>		100	D	\$ 237.56	26,588	D	
Common Stock	02/27/2015		S <sup>(1)</sup>		100	D	\$ 238.15	26,488	D	
Common Stock	02/27/2015		S <sup>(1)</sup>		100	D	\$ 238.16	26,388	D	

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Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.21	26,288	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.26	26,188	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.32	26,088	D
Common Stock	02/27/2015	<u>S(1)</u>	200	D	\$ 238.37	25,888	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.4	25,788	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.43	25,688	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.49	25,588	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.54	25,488	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.6	25,388	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.61	25,288	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.615	25,188	D
Common Stock	02/27/2015	<u>S(1)</u>	200	D	\$ 238.66	24,988	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.67	24,888	D
Common Stock	02/27/2015	<u>S(1)</u>	200	D	\$ 238.69	24,688	D
Common Stock	02/27/2015	<u>S(1)</u>	29	D	\$ 238.7	24,659	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.71	24,559	D
Common Stock	02/27/2015	<u>S(1)</u>	100	D	\$ 238.72	24,459	D
Common Stock	02/27/2015	<u>S(1)</u>	200	D	\$ 238.75	24,259	D
Common Stock	02/27/2015	<u>S(1)</u>	200	D	\$ 238.91	24,059	D
Common Stock	02/27/2015	<u>S(1)</u>	99	D	\$ 238.93	23,960	D

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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. 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 Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 81.49					04/29/2012 04/28/2019	Common Stock 3,000	
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	
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock 12,266	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045			Sr. VP & Group President	

## Signatures

David L. Rawlinson, as  
attorney-in-fact

02/27/2015

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

### Remarks:

This is the first of two Forms 4 to report all February 27, 2015 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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