

GRAINGER W W INC  
Form 4  
July 23, 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)  
06/18/2015

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/18/2015		G <sup>(1)</sup>	V 180 D \$ 0	19,237	D	
Common Stock	07/22/2015		M <sup>(2)</sup>	3,200 A \$ 83.08	22,437	D	
Common Stock	07/22/2015		M <sup>(2)</sup>	200 A \$ 85.82	22,637	D	
Common Stock	07/22/2015		S <sup>(2)</sup>	100 D \$ 228.05	22,537	D	
Common Stock	07/22/2015		S <sup>(2)</sup>	300 D \$ 228.06	22,237	D	

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Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.13	22,037	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.31	21,837	D
Common Stock	07/22/2015	<u>S(2)</u>	300	D	\$ 228.32	21,537	D
Common Stock	07/22/2015	<u>S(2)</u>	225	D	\$ 228.33	21,312	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.36	21,112	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 228.41	21,012	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.44	20,812	D
Common Stock	07/22/2015	<u>S(2)</u>	150	D	\$ 228.81	20,662	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 228.94	20,562	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.05	20,462	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.12	20,362	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 229.19	20,162	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.22	20,062	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.29	19,962	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.32	19,862	D
Common Stock	07/22/2015	<u>S(2)</u>	15	D	\$ 229.41	19,847	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.46	19,747	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.51	19,647	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.55	19,547	D
Common Stock	07/22/2015	<u>S(2)</u>	110	D	\$ 229.58	19,437	D
	07/22/2015	<u>S(2)</u>	200	D	\$ 230	19,237	D

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Common  
Stock

Common  
Stock

5,936

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By wife.  
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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(9-02)

**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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 83.08	07/22/2015		M <sup>(2)</sup>	3,200	04/25/2010	04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82	07/22/2015		M <sup>(2)</sup>	200	04/30/2011	04/29/2018	Common Stock	200
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
Stock Option	\$ 231.88					04/01/2018	03/31/2025	Common Stock	15,226

