

GRAINGER W W INC
Form 4
February 23, 2016

FORM 4

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

OMB APPROVAL

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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 *
Lomax William

(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)
02/22/2016

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)
Vice President and Controller

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	02/22/2016		M		1,300	A	\$ 83.08 4,022
Common Stock	02/22/2016		M		2,300	A	\$ 85.82 6,322
Common Stock	02/22/2016		M		2,800	A	\$ 81.49 9,122
Common Stock	02/22/2016		M		3,300	A	\$ 108.15 12,422
Common Stock	02/22/2016		M		4,352	A	\$ 149.02 16,774

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Common Stock	02/22/2016		M	2,883	A	\$ 204.01	19,657	D
Common Stock	02/22/2016		S	551	D	\$ 220.75	19,106	D
Common Stock	02/22/2016		S	800	D	\$ 220.77	18,306	D
Common Stock	02/22/2016		S	25	D	\$ 220.78	18,281	D
Common Stock	02/22/2016		S	899	D	\$ 220.79	17,382	D
Common Stock	02/22/2016		S	109	D	\$ 220.83	17,273	D
Common Stock	02/22/2016		S	66	D	\$ 220.84	17,207	D
Common Stock	02/22/2016		S	685	D	\$ 220.88	16,522	D
Common Stock	02/22/2016		S	614	D	\$ 220.89	15,908	D
Common Stock	02/22/2016		S	200	D	\$ 220.94	15,708	D
Common Stock	02/22/2016		S	100	D	\$ 220.99	15,608	D
Common Stock	02/22/2016		S	100	D	\$ 221	15,508	D
Common Stock	02/22/2016		S	270	D	\$ 221.03	15,238	D
Common Stock	02/22/2016		S	430	D	\$ 221.04	14,808	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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option							Common Stock	1,300
		\$ 83.08		02/22/2016				
	M				04/25/2010	04/24/2017		
Stock Option		\$ 85.82		02/22/2016			Common Stock	2,300
	M				04/30/2011	04/29/2018		
Stock Option		\$ 81.49		02/22/2016			Common Stock	2,800
	M				04/29/2012	04/28/2019		
Stock Option		\$ 108.15		02/22/2016			Common Stock	3,300
	M				04/28/2013	04/27/2020		
Stock Option		\$ 149.02		02/22/2016			Common Stock	4,352
	M				04/27/2014	04/26/2021		
Stock Option		\$ 204.01		02/22/2016			Common Stock	2,883
	M				04/25/2015	04/24/2022		
Stock Option		\$ 245.86			04/24/2016	04/23/2023	Common Stock	2,174
Stock Option		\$ 248.22			04/30/2017	04/29/2024	Common Stock	1,665
Stock Option		\$ 231.88			04/01/2018	03/31/2025	Common Stock	2,420

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lomax William 100 GRAINGER PARKWAY LAKE FOREST, IL 60045			Vice President and Controller	

Signatures

Noni Ellison Southall, as attorney-in-fact
02/23/2016

__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).

Remarks:

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This is the first of three Forms 4 to report all February 22, 2016 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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