

IRVING GREGORY S
Form 4
July 30, 2012

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 *
IRVING GREGORY S

(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)
07/26/2012

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	07/26/2012		S	200 D \$ 202.42	7,388	D	
Common Stock	07/26/2012		S	100 D \$ 202.5	7,288	D	
Common Stock	07/26/2012		S	100 D \$ 202.54	7,188	D	
Common Stock	07/26/2012		S	90 D \$ 202.62	7,098	D	
Common Stock	07/26/2012		S	200 D \$ 202.63	6,898	D	

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Common Stock	07/26/2012	S	100	D	\$ 202.64	6,798	D
Common Stock	07/26/2012	S	100	D	\$ 202.66	6,698	D
Common Stock	07/26/2012	S	500	D	\$ 202.75	6,198	D
Common Stock	07/26/2012	S	210	D	\$ 202.76	5,988	D
Common Stock	07/26/2012	S	200	D	\$ 202.81	5,788	D
Common Stock	07/26/2012	S	200	D	\$ 202.82	5,588	D
Common Stock	07/26/2012	S	100	D	\$ 202.85	5,488	D
Common Stock	07/26/2012	S	200	D	\$ 203.05	5,288	D
Common Stock	07/26/2012	S	100	D	\$ 203.06	5,188	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) (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 Derivative Security (Instr. 3)
Option	\$ 85.82					Date Exercisable: 04/30/2011 Expiration Date: 04/29/2018	Common Stock	1,600
Option	\$ 81.49					Date Exercisable: 04/29/2012 Expiration Date: 04/28/2019	Common Stock	7,000

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Option	\$ 108.15	04/28/2013	04/27/2020	Common Stock	5,800
Option	\$ 149.02	04/27/2014	04/26/2021	Common Stock	4,608
Option	\$ 204.01	04/25/2015	04/24/2022	Common Stock	3,385

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRVING GREGORY S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Vice President and Controller	

Signatures

Aimee M. Nolan, as
attorney-in-fact

07/30/2012

**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).

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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