

GRAINGER W W INC

Form 4

March 13, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)

03/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Sr. VP & Group President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/12/2015		M ⁽¹⁾		3,000	A	\$ 81.49	26,210	D
Common Stock	03/12/2015		S ⁽¹⁾		300	D	\$ 230.62	25,910	D
Common Stock	03/12/2015		S ⁽¹⁾		100	D	\$ 230.71	25,810	D
Common Stock	03/12/2015		S ⁽¹⁾		100	D	\$ 230.78	25,710	D
Common Stock	03/12/2015		S ⁽¹⁾		50	D	\$ 230.81	25,660	D

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Common Stock	03/12/2015	<u>S(1)</u>	200	D	\$ 230.88	25,460	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 230.9	25,360	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.34	25,260	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.35	25,160	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.39	25,060	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.55	24,960	D
Common Stock	03/12/2015	<u>S(1)</u>	20	D	\$ 231.79	24,940	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.82	24,840	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.88	24,740	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.1	24,640	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.11	24,540	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.15	24,440	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.22	24,340	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.44	24,240	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.46	24,140	D
Common Stock	03/12/2015	<u>S(1)</u>	200	D	\$ 232.5	23,940	D
Common Stock	03/12/2015	<u>S(1)</u>	51	D	\$ 232.54	23,889	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.8	23,789	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.84	23,689	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 233.01	23,589	D
	03/12/2015	<u>S(1)</u>	100	D		23,489	D

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Common Stock						\$ 233.13		
Common Stock	03/12/2015	S ⁽¹⁾	100	D		\$ 233.25	23,389	D
Common Stock	03/12/2015	S ⁽¹⁾	179	D		\$ 233.3	23,210	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 (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	\$ 81.49	03/12/2015		M ⁽¹⁾	3,000	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

Aimee M. Nolan, as
attorney-in-fact

03/13/2015

__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.

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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