

GRAINGER W W INC

Form 4

May 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN JAMES T

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 600455201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2015

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)

Chairman, President and CEO

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	05/21/2015		M ⁽¹⁾		30,000	A	\$ 83.08 193,763
Common Stock	05/21/2015		S ⁽¹⁾		100	D	\$ 245.15 193,663
Common Stock	05/21/2015		S ⁽¹⁾		100	D	\$ 245.21 193,563
Common Stock	05/21/2015		S ⁽¹⁾		94	D	\$ 245.22 193,469
Common Stock	05/21/2015		S ⁽¹⁾		100	D	\$ 245.24 193,369

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Common Stock	05/21/2015	<u>S(1)</u>	6	D	\$ 245.33	193,363	D
Common Stock	05/21/2015	<u>S(1)</u>	1,400	D	\$ 245.44	191,963	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.56	191,863	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.64	191,763	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.65	191,663	D
Common Stock	05/21/2015	<u>S(1)</u>	300	D	\$ 245.66	191,363	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.67	191,263	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.68	191,163	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.7	191,063	D
Common Stock	05/21/2015	<u>S(1)</u>	500	D	\$ 245.76	190,563	D
Common Stock	05/21/2015	<u>S(1)</u>	5	D	\$ 245.77	190,558	D
Common Stock	05/21/2015	<u>S(1)</u>	40	D	\$ 245.78	190,518	D
Common Stock	05/21/2015	<u>S(1)</u>	255	D	\$ 245.79	190,263	D
Common Stock	05/21/2015	<u>S(1)</u>	105	D	\$ 245.8	190,158	D
Common Stock	05/21/2015	<u>S(1)</u>	435	D	\$ 245.81	189,723	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.83	189,623	D
Common Stock	05/21/2015	<u>S(1)</u>	660	D	\$ 245.84	188,963	D
Common Stock	05/21/2015	<u>S(1)</u>	300	D	\$ 245.85	188,663	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.86	188,563	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 245.88	188,463	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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 83.08	05/21/2015		M ⁽¹⁾	30,000	04/25/2010	04/24/2017	Common Stock	30,000
Stock Option	\$ 85.82					04/30/2011	04/29/2018	Common Stock	57,000
Stock Option	\$ 81.49					04/29/2012	04/28/2019	Common Stock	130,000
Stock Option	\$ 108.15					04/28/2013	04/27/2020	Common Stock	122,000
Stock Option	\$ 149.02					04/27/2014	04/26/2021	Common Stock	96,400
Stock Option	\$ 204.01					04/25/2015	04/24/2022	Common Stock	78,100
Stock Option	\$ 245.86					04/24/2016	04/23/2023	Common Stock	70,465
Stock Option	\$ 248.22					04/30/2017	04/29/2024	Common Stock	56,558
Stock Option	\$ 231.88					04/01/2018	03/31/2025	Common Stock	65,816

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 600455201	X Chairman, President and CEO

Signatures

Aimee M. Nolan, as
attorney-in-fact

05/22/2015

__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 four Forms 4 to report all May 21, 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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