

GRAINGER W W INC
Form 4
September 02, 2005

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 *
HOWARD JOHN L

(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)
09/01/2005

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 and General Counsel

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)
			Code	V	Amount or Price		
Common Stock	09/01/2005		M		10,000 A \$ 43.5	40,063	D
Common Stock	09/01/2005		S		200 D \$ 64.67	39,863	D
Common Stock	09/01/2005		S		800 D \$ 64.68	39,063	D
Common Stock	09/01/2005		S		1,000 D \$ 64.69	38,063	D
Common Stock	09/01/2005		S		1,400 D \$ 64.7	36,663	D

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Common Stock	09/01/2005	S	400	D	\$ 64.73	36,263	D
Common Stock	09/01/2005	S	200	D	\$ 64.75	36,063	D
Common Stock	09/01/2005	S	1,000	D	\$ 64.76	35,063	D
Common Stock	09/01/2005	S	500	D	\$ 64.77	34,563	D
Common Stock	09/01/2005	S	500	D	\$ 64.78	34,063	D
Common Stock	09/01/2005	S	800	D	\$ 64.79	33,263	D
Common Stock	09/01/2005	S	400	D	\$ 64.8	32,863	D
Common Stock	09/01/2005	S	100	D	\$ 64.92	32,763	D
Common Stock	09/01/2005	S	600	D	\$ 64.94	32,163	D
Common Stock	09/01/2005	S	2,000	D	\$ 64.95	30,163	D
Common Stock	09/01/2005	S	100	D	\$ 64.96	30,063	D

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

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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
Option	\$ 43.5	09/01/2005		M	10,000	04/26/2003	04/25/2010	Common Stock	10,000

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Option	\$ 43.5	(1)	04/25/2010	Common Stock	2,160
Option	\$ 37.5		04/25/2004 04/24/2011	Common Stock	20,000
Option	\$ 37.5		04/25/2007 04/24/2011	Common Stock	1,440
Option	\$ 54.61		04/24/2005 04/23/2012	Common Stock	25,000
Option	\$ 45.5		04/30/2006 04/29/2013	Common Stock	25,000
Option	\$ 54.14		04/28/2007 04/27/2014	Common Stock	12,000
Option	\$ 52.29		04/27/2008 04/26/2015	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP and General Counsel	

Signatures

J. L. Howard 09/02/2005
 __Signature of Date
 Reporting Person

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) Exercisable in four equal annual installments beginning 4/26/2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.