

GRAINGER W W INC

Form 4

May 04, 2007

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 *
LOUX P OGDEN

(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)
05/03/2007

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, Finance and CFO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2007		S	1,700 D	\$ 84.6 58,754	D	
Common Stock	05/03/2007		S	200 D	\$ 84.61 58,554	D	
Common Stock	05/03/2007		S	600 D	\$ 84.62 57,954	D	
Common Stock	05/03/2007		S	1,100 D	\$ 84.63 56,854	D	
Common Stock	05/03/2007		S	900 D	\$ 84.64 55,954	D	

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Common Stock	05/03/2007	S	800	D	\$ 84.65	55,154	D	
Common Stock	05/03/2007	S	300	D	\$ 84.66	54,854	D	
Common Stock	05/03/2007	S	1,600	D	\$ 84.67	53,254	D	
Common Stock	05/03/2007	S	700	D	\$ 84.68	52,554	D	
Common Stock	05/03/2007	S	1,200	D	\$ 84.69	51,354	D	
Common Stock	05/03/2007	S	600	D	\$ 84.7	50,754	D	
Common Stock	05/03/2007	S	2,050	D	\$ 84.71	48,704	D	
Common Stock	05/03/2007	S	1,100	D	\$ 84.715	47,604	D	
Common Stock	05/03/2007	S	2,300	D	\$ 84.72	45,304	D	
Common Stock	05/03/2007	S	1,100	D	\$ 84.73	44,204	D	
Common Stock	05/03/2007	S	300	D	\$ 84.74	43,904	D	
Common Stock	05/03/2007	S	600	D	\$ 84.75	43,304	D	
Common Stock	05/03/2007	S	500	D	\$ 84.76	42,804	D	
Common Stock	05/03/2007	S	100	D	\$ 84.78	42,704	D	
Common Stock						400	I	See Footnote <u>(1)</u>

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repor- ting (Instr.
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LOUX P OGDEN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Sr. VP, Finance and CFO

Signatures

L. M. Trusdell, as
attorney-in-fact
05/04/2007
**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) Shares held by reporting person's wife. The reporting person disclaims beneficial ownership of these shares.

Remarks:

This Form 4 is the second of two Forms 4 to report all May 3, 2007 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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