

ANDERSON BRIAN P

Form 4

March 04, 2008

**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 \*  
 ANDERSON BRIAN P

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

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)  
 100 GRAINGER PARKWAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
 Person

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 4,340                                                                                                              | D                                                                    |                                         |

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

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 information contained in this form are not  
 required to respond unless the form  
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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)*

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                        |      |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------|----------------------------------------|------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |      |
| Stock<br>Units                                      | (1)                                                                   | 03/01/2008                              |                                                             | A                                       | 30                                                                                                                    | (2)                                                            |     | (2)                                                                 |                    | Common<br>Stock                    | 30                                     | \$ 7 |
| Stock<br>Option                                     | \$ 48.625                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/28/1999                                                          | 04/27/2009         | Common<br>Stock                    | 1,860                                  |      |
| Stock<br>Option                                     | \$ 43.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/26/2000                                                          | 04/25/2010         | Common<br>Stock                    | 2,070                                  |      |
| Stock<br>Option                                     | \$ 37.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/25/2001                                                          | 04/24/2011         | Common<br>Stock                    | 2,400                                  |      |
| Stock<br>Option                                     | \$ 54.61                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/24/2002                                                          | 04/23/2012         | Common<br>Stock                    | 1,650                                  |      |
| Stock<br>Option                                     | \$ 45.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/30/2003                                                          | 04/29/2013         | Common<br>Stock                    | 1,980                                  |      |
| Stock<br>Option                                     | \$ 54.14                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/28/2004                                                          | 04/27/2014         | Common<br>Stock                    | 1,670                                  |      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| ANDERSON BRIAN P<br>100 GRAINGER PARKWAY<br>LAKE FOREST, IL 60045-5201 | X             |           |         |       |

## Signatures

J. L. Howard, as  
attorney-in-fact

03/03/2008

\_\_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) 1-for-1

(2) The stock units are expected to settle in cash following termination of service as a director.

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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