

GRAINGER W W INC

Form 3

March 13, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

IRVING GREGORY S

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE

FOREST, IL 60045-5201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/13/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Vice President and Controller

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

13,600

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

# Edgar Filing: GRAINGER W W INC - Form 3

				Shares		(I) (Instr. 5)	
Option	04/26/2003	04/25/2010	Common Stock	490	\$ 43.5	D	Â
Option	04/25/2004	04/24/2011	Common Stock	330	\$ 37.5	D	Â
Option	04/28/2007	04/27/2014	Common Stock	2,700	\$ 54.14	D	Â
Option	04/27/2008	04/26/2015	Common Stock	3,900	\$ 52.29	D	Â
Option	04/26/2009	04/25/2016	Common Stock	3,300	\$ 76.61	D	Â
Option	04/25/2010	04/24/2017	Common Stock	2,700	\$ 83.08	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRVING GREGORY S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Â	Â	Â Vice President and Controller	Â

## Signatures

C. L. Kogl 03/13/2008

\*\*Signature of  
Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Â

### Remarks:

Exhibit List: Â Â Exhibit 24 - Power of Attorney

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.