## Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER W	W W INC											
Form 4												
June 04, 2013												
FORM	<b>4 INTER</b>		CECUD			TTANT.	CE (		r	PPROVAL		
	- UNITE	DSIAIES		hington, l			GE (	COMMISSION	OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5		SECURI	TIES			NERSHIP OF ge Act of 1934,	Expires: Estimated a burden hou response	irs per				
obligations may continu <i>See</i> Instruct 1(b).	Bection 1	7(a) of the 1	Public Uti	. ,	ing Com	pany A	Act of	f 1935 or Sectio	n			
(Print or Type Res	sponses)											
1. Name and Address of Reporting Person <u>*</u> ROGERS GARY L			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2013					_X_Director10% Owner Officer (give titleOther (specify below) below)				
				ndment, Dat th/Day/Year)	e Original			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
LAKE FORES	ST, IL 60045	-5201						Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuriti	es Acc	quired, Disposed of	f, or Beneficial	lly Owned		
	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
Common Stock				Code V	Amount	(D)	Price	(Instr. 3 and 4) 310	D			

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: GRAINGER W W INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	<ol> <li>5.</li> <li>ctionNumber of</li> <li>Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</li> </ol>		hber Expiration Date (Month/Day/Year) ivative urities uired or oosed D) tr. 3,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
			Code	V (	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	06/01/2013	А		33		(2)	(2)	Common Stock	33	\$ 257.44

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	Other					
ROGERS GARY L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х								
Signatures									
David L. Rawlinson, as attorney-in-fact		06/03/201	3						
<b>**</b> Signature of Reporting Person		Date							
Evaluation of Dognonoog									

## **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 shares of common stock on a one-for-one basis 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. 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.