

GRAINGER W W INC
Form 4
June 05, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
CARRUTHERS COURT D

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

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2015

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 & Group President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/04/2015		S ⁽¹⁾		80	D	\$ 240.68 28,381 D
Common Stock	06/04/2015		S ⁽¹⁾		500	D	\$ 240.69 27,881 D
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 240.6919 27,781 D
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 240.7131 27,681 D
Common Stock	06/04/2015		S ⁽¹⁾		300	D	\$ 240.72 27,381 D

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Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.7338	27,281	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 240.74	27,081	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 240.7431	26,881	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.7452	26,781	D
Common Stock	06/04/2015	<u>S(1)</u>	300	D	\$ 240.76	26,481	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.78	26,381	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.7898	26,281	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.79	26,181	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 240.82	25,981	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.83	25,881	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 240.8391	25,781	D
Common Stock	06/04/2015	<u>S(1)</u>	400	D	\$ 240.86	25,381	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 240.87	25,181	D
Common Stock	06/04/2015	<u>S(1)</u>	500	D	\$ 240.88	24,681	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 240.94	24,481	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 241.07	24,381	D
Common Stock	06/04/2015	<u>S(1)</u>	500	D	\$ 241.17	23,881	D
Common Stock	06/04/2015	<u>S(1)</u>	300	D	\$ 241.46	23,581	D
Common Stock	06/04/2015	<u>S(1)</u>	21	D	\$ 241.51	23,560	D
Common Stock	06/04/2015	<u>S(1)</u>	106	D	\$ 241.69	23,454	D
	06/04/2015	<u>S(1)</u>	100	D	\$ 241.96	23,354	D

Remarks:

This is the fourth of four Forms 4 to report all June 4, 2015 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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