

LOUX P OGDEN

Form 4

April 29, 2005

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

OMB
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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)
04/27/2005

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/27/2005		A	(A) or (D) Amount 6,500 (1)	\$ 0 48,066	D	
Common Stock					400	I	See footnote (2)

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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 33.75							04/24/1999	04/23/2006	Common Stock	12,340
Option	\$ 37.25							04/30/2000	04/29/2007	Common Stock	15,900
Option	\$ 51.6875							04/29/2001	04/28/2008	Common Stock	13,500
Option	\$ 48.625							04/28/2002	04/27/2009	Common Stock	24,300
Option	\$ 42.8125							03/01/2003	02/28/2010	Common Stock	6,870
Option	\$ 43.5							04/26/2003	04/25/2010	Common Stock	27,980
Option	\$ 43.5							<u>(3)</u>	04/25/2010	Common Stock	4,200
Option	\$ 37.5							04/25/2004	04/24/2011	Common Stock	40,000
Option	\$ 37.5							04/25/2007	04/24/2011	Common Stock	2,800
Option	\$ 54.61							04/24/2005	04/23/2012	Common Stock	45,000
Option	\$ 45.5							04/30/2006	04/29/2013	Common Stock	45,000
Option	\$ 54.14							04/28/2007	04/27/2014	Common Stock	20,000
Option	\$ 52.29	04/27/2005		A		19,000		04/27/2008	04/26/2015	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

04/29/2005

__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) Award of restricted stock units to be settled after vesting by the delivery of unrestricted shares of common stock on a one-for-one basis.
- (2) Shares held by reporting person's wife. The reporting person disclaims beneficial ownership of these shares.
- (3) Exercisable in four equal annual installments beginning 4/26/2001.

Remarks:

Exhibit List: 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.
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