#### **GRAINGER W W INC**

Form 4

October 22, 2007

## FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

response...

burden hours per

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CHEN YC Issuer Symbol GRAINGER W W INC [GWW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 100 GRAINGER PARKWAY 10/19/2007 below) Group President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE FOREST, IL 60045-5201

|        |         |       | 1 615011  |
|--------|---------|-------|---|
|        |         |       |   |
| (C:+-) | (04-4-) | (7:)  |   |
| (City) | (State) | (Zip) | Table I Non Darivative Securities Acquired Disposed of an Per |

| (City)                               | (State) (                            | (Zip) Table   | e I - Non-D                            | erivative                                      | Secur            | ities Acqu  | uired, Disposed of              | , or Beneficial   | y Owned |
|--------------------------------------|--------------------------------------|---|--|--|------------------|---|---------------------------------|---|---------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | n(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | 5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported |                                 | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |         |
|                                      |                                      |   | Code V                                 | Amount   | (A)<br>or<br>(D) | Price   | Transaction(s) (Instr. 3 and 4) |   |         |
| Common<br>Stock                      | 10/19/2007                           |   | S                                      | 100  | D                | \$ 90.2   | 41,751                          | D   |         |
| Common<br>Stock                      | 10/19/2007                           |   | S                                      | 100  | D                | \$<br>90.28   | 41,651                          | D   |         |
| Common<br>Stock                      | 10/19/2007                           |   | S                                      | 300  | D                | \$<br>90.29   | 41,351                          | D   |         |
| Common<br>Stock                      | 10/19/2007                           |   | S                                      | 100  | D                | \$<br>90.37   | 41,251                          | D   |         |
| Common<br>Stock                      | 10/19/2007                           |   | S                                      | 200  | D                | \$<br>90.38   | 41,051                          | D   |         |

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| Common<br>Stock | 10/19/2007 | S | 300 | D | \$ 90.4     | 40,751 | D |
|-----------------|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock | 10/19/2007 | S | 100 | D | \$<br>90.41 | 40,651 | D |
| Common<br>Stock | 10/19/2007 | S | 100 | D | \$<br>90.42 | 40,551 | D |
| Common<br>Stock | 10/19/2007 | S | 300 | D | \$<br>90.43 | 40,251 | D |
| Common<br>Stock | 10/19/2007 | S | 300 | D | \$<br>90.44 | 39,951 | D |
| Common<br>Stock | 10/19/2007 | S | 100 | D | \$<br>90.46 | 39,851 | D |
| Common<br>Stock | 10/19/2007 | S | 200 | D | \$<br>90.47 | 39,651 | D |
| Common<br>Stock | 10/19/2007 | S | 200 | D | \$<br>90.49 | 39,451 | D |
| Common<br>Stock | 10/19/2007 | S | 200 | D | \$<br>90.64 | 39,251 | D |
| Common<br>Stock | 10/19/2007 | S | 200 | D | \$<br>90.66 | 39,051 | D |
| Common<br>Stock | 10/19/2007 | S | 300 | D | \$<br>90.68 | 38,751 | D |
| Common<br>Stock | 10/19/2007 | S | 101 | D | \$<br>90.69 | 38,650 | D |
| Common<br>Stock | 10/19/2007 | S | 300 | D | \$<br>90.71 | 38,350 | 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.

SEC 1474

(9-02)

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exercisable and | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orNumber   | Expiration Date         | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/Year)        | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivativ  | e                       | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities | S                       | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |             | Acquired   |                         |                  |             | Follo  |
|             | _           |                     |                    |             | (A) or     |                         |                  |             | Repo   |
|             |             |                     |                    |             | Disposed   |                         |                  |             | Trans  |
|             |             |                     |                    |             | of (D)     |                         |                  |             | (Instr |
|             |             |                     |                    |             | (Instr 3   |                         |                  |             |        |

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4, and 5)

Date Expiration Title Code V (A) (D)

Exercisable Date Expiration Title Of Shares

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHEN YC

100 GRAINGER PARKWAY Group President LAKE FOREST, IL 60045-5201

Signatures

J. L. Howard, as attorney-in-fact 10/22/2007

\*\*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).

### **Remarks:**

This is the second of two Forms 4 to report all October 19, 2007 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. 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.

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