GRAINGER W W INC

Form 4

November 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad SLAVIK JAN	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			GRAINGER W W INC [GWW]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
100 GRAINGER PARKWAY			11/23/2009	Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LAKE FOREST, IL 60045-5201				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(State) 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 Acquire on(A) or Disposed of (Instr. 3, 4 and 5) (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	11/22/2000		Code V	Amount	` '	Price	(Instr. 3 and 4)	D			
Stock	11/23/2009		M	2,400	A	\$ 31.5	1,081,942	D			
Common Stock	11/23/2009		S	100	D	\$ 97.96	1,081,842	D			
Common Stock	11/23/2009		S	252	D	\$ 97.98	1,081,590	D			
Common Stock	11/23/2009		S	200	D	\$ 97.99	1,081,390	D			
Common Stock	11/23/2009		S	400	D	\$ 98	1,080,990	D			
	11/23/2009		S	300	D		1,080,690	D			

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Common Stock						\$ 98.01			
Common Stock	11/23/2009	S		100	D	\$ 98.02	1,080,590	D	
Common Stock	11/23/2009	S		948	D	\$ 98.03	1,079,642	D	
Common Stock	11/23/2009	S		100	D	\$ 98.04	1,079,542	D	
Common Stock	11/24/2009	G	V	1,350	D	\$ 0 (1)	1,078,192	D	
Common Stock							68,847	I	See Footnote
Common Stock							1,044,490	I	See Footnote (3)
Common Stock							1,635,760	I	See Footnote
Common Stock							87,306	I	See Footnote (5)
Common Stock							688	I	See Footnote (6)

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

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

vative rity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8		5. Num on Der Securio Acquir (A) or Dispos (D) (Instr. and 5)	ivative ties red sed of 3, 4,	6. Date Exerci Expiration Date (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Stock Units	<u>(7)</u>				(8)	(8)	Common Stock	11,841
Stock Option	\$ 37.5	11/23/2009	M	2,400	04/25/2001	04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61				04/24/2002	04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5				04/30/2003	04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14				04/28/2004	04/27/2014	Common Stock	1,670

Reporting Owners

Reporting Owner Name / Address	Relationships							
·F···· & ····	Director	10% Owner	Officer	Other				
SLAVIK JAMES D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X							

Signatures

C. L. Kogl, as attorney-in-fact

11/24/2009

**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) Disposition by gift.
- (2) Shares held by trusts of which Mr. Slavik is a beneficiary and trustee or co-trustee.
- (3) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (4) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares held by trusts of which Mr. Slavik is a trustee or co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (6) Shares held by Mr. Slavik's wife. Mr. Slavik disclaims beneficial ownership of such shares.
- (**7**) 1-for-1
- (8) The stock units are expected to settle in cash 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.

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