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

Form 4 June 02, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ANDERSON BRIAN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GRAINGER W W INC [GWW]

(Check all applicable)

(First) (Middle)

(Street)

(State)

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

X\_ Director Officer (give title below)

10% Owner Other (specify

100 GRAINGER PARKWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

06/01/2015

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

4,340

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date		4.	5.	_	6. Date Exer		7. Title and A		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ctionNum	ber	Expiration Date		Underlying Securities		Derivative
Security	or Exercise		any	Code	of		(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	<ol><li>Deriv</li></ol>	vative	e				(Instr. 5)
	Derivative				Secu	rities					
	Security				Acqu	iired					
	•				(A) o	r					
					Dispo						
					of (D						
					(Instr	1					
					4, and	- 1					
					<b>7</b> , and	u 3)					
				Code	V (A)	(D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
										Silares	
Stock Units	<u>(1)</u>	06/01/2015		A	71		(2)	(2)	Common Stock	71	\$ 240.33
UIIIIS									Stock		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
ANDERSON BRIAN P 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	X							

## **Signatures**

David L. Rawlinson, as attorney-in-fact

06/01/2015

\*\*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**) 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.

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