

GRAINGER W W INC

Form 4

December 03, 2015

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 *
HOWARD JOHN L

(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)
12/01/2015

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 and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2015		M ⁽¹⁾		10,000	A	\$ 83.08 47,692
Common Stock	12/01/2015		S ⁽¹⁾		200	D	\$ 200.06 47,492
Common Stock	12/01/2015		S ⁽¹⁾		1,000	D	\$ 200.09 46,492
Common Stock	12/01/2015		S ⁽¹⁾		200	D	\$ 200.13 46,292
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$ 200.19 46,192

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Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.2	46,092	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.4	45,992	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.45	45,892	D
Common Stock	12/01/2015	<u>S(1)</u>	400	D	\$ 200.63	45,492	D
Common Stock	12/01/2015	<u>S(1)</u>	215	D	\$ 200.64	45,277	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.65	45,177	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.8	45,077	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 200.81	44,977	D
Common Stock	12/01/2015	<u>S(1)</u>	200	D	\$ 200.87	44,777	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 201.01	44,677	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 201.02	44,577	D
Common Stock	12/01/2015	<u>S(1)</u>	300	D	\$ 201.03	44,277	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 201.04	44,177	D
Common Stock	12/01/2015	<u>S(1)</u>	300	D	\$ 201.05	43,877	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 201.07	43,777	D
Common Stock	12/01/2015	<u>S(1)</u>	300	D	\$ 201.08	43,477	D
Common Stock	12/01/2015	<u>S(1)</u>	100	D	\$ 201.09	43,377	D
Common Stock	12/01/2015	<u>S(1)</u>	1,000	D	\$ 201.15	42,377	D
Common Stock	12/01/2015	<u>S(1)</u>	800	D	\$ 201.16	41,577	D

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

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SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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
Stock Option	\$ 83.08	12/01/2015		M ⁽¹⁾		10,000		04/25/2010	04/24/2017	Common Stock	10,000
Stock Option	\$ 85.82							04/30/2011	04/29/2018	Common Stock	11,000
Stock Option	\$ 81.49							04/29/2012	04/28/2019	Common Stock	21,000
Stock Option	\$ 108.15							04/28/2013	04/27/2020	Common Stock	19,500
Stock Option	\$ 149.02							04/27/2014	04/26/2021	Common Stock	14,990
Stock Option	\$ 204.01							04/25/2015	04/24/2022	Common Stock	11,716
Stock Option	\$ 245.86							04/24/2016	04/23/2023	Common Stock	11,543
Stock Option	\$ 248.22							04/30/2017	04/29/2024	Common Stock	7,360
Stock Option	\$ 231.88							04/01/2018	03/31/2025	Common Stock	9,728

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Sr. VP and General Counsel

Signatures

Hugo Dubovoy, Jr., as
attorney-in-fact

12/03/2015

__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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the first of two Forms 4 to report all December 1, 2015 transactions for the reporting person.

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.
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.