

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

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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		S ⁽¹⁾		100	D	\$ 201.19 41,477
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$ 201.2 41,377
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$ 201.25 41,277
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$ 201.2509 41,177
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$ 201.33 41,077

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Common Stock	12/01/2015	S ⁽¹⁾	200	D	\$ 201.34	40,877	D
Common Stock	12/01/2015	S ⁽¹⁾	200	D	\$ 201.35	40,677	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.36	40,577	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.42	40,477	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.43	40,377	D
Common Stock	12/01/2015	S ⁽¹⁾	1,200	D	\$ 201.44	39,177	D
Common Stock	12/01/2015	S ⁽¹⁾	300	D	\$ 201.45	38,877	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.47	38,777	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.5391	38,677	D
Common Stock	12/01/2015	S ⁽¹⁾	800	D	\$ 201.6	37,877	D
Common Stock	12/01/2015	S ⁽¹⁾	85	D	\$ 201.65	37,792	D
Common Stock	12/01/2015	S ⁽¹⁾	100	D	\$ 201.74	37,692	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.

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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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
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__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 second of two Forms 4 to report all December 1, 2015 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.