Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER V Form 4	w w INC										
December 02,	2014										
FORM	Л	STATES					COMMISSIO		PPROVAL 3235-0		
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations 											
									Expires: January 31 2009 Estimated average burden hours per response 0.9		
(Print or Type Res	sponses)										
1. Name and Add Adkins Rodne	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)				
100 GRAINGER PARKWAY			(Month/Day/Year) 12/01/2014			XDirector10% Owner Officer (give titleOther (specify below) below)					
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)_X_ Form filed by One Reporting Person							
LAKE FORE	ST, IL 60045						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Aonth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)		
Reminder: Repor	t on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
					inforr requi	nation cont red to respo ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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 Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	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)	Derivative	e		(Instr. 5)

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	Derivative Security		Acqu (A) of Disp of (I (Inst	ecurities cquired A) or isposed f (D) nstr. 3, , and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	12/01/2014	А		2		(2)	(2)	Common Stock	2	\$ 245.68

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Adkins Rodney C 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Х							
Signatures								
David L. Rawlinson, as attorney-in-fact		12/01/20	014					
**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).

(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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