

GRAINGER W W INC

Form 4

September 08, 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 *
RYAN JAMES T

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 600455201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction
(Month/Day/Year)
09/03/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	09/04/2015		S ⁽¹⁾		200	D	\$ 217.72
					216,435		D
Common Stock	09/04/2015		S ⁽¹⁾		400	D	\$ 217.73
					216,035		D
Common Stock	09/04/2015		S ⁽¹⁾		200	D	\$ 217.74
					215,835		D
Common Stock	09/04/2015		S ⁽¹⁾		2,700	D	\$ 217.75
					213,135		D
Common Stock	09/04/2015		S ⁽¹⁾		100	D	\$ 217.76
					213,035		D

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Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.77	212,935	D
Common Stock	09/04/2015	<u>S(1)</u>	1,100	D	\$ 217.78	211,835	D
Common Stock	09/04/2015	<u>S(1)</u>	500	D	\$ 217.8	211,335	D
Common Stock	09/04/2015	<u>S(1)</u>	1,886	D	\$ 217.84	209,449	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.86	209,349	D
Common Stock	09/04/2015	<u>S(1)</u>	400	D	\$ 217.87	208,949	D
Common Stock	09/04/2015	<u>S(1)</u>	1,900	D	\$ 217.88	207,049	D
Common Stock	09/04/2015	<u>S(1)</u>	775	D	\$ 217.89	206,274	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.9	206,074	D
Common Stock	09/04/2015	<u>S(1)</u>	700	D	\$ 217.91	205,374	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.9155	205,274	D
Common Stock	09/04/2015	<u>S(1)</u>	1,313	D	\$ 217.92	203,961	D
Common Stock	09/04/2015	<u>S(1)</u>	1,100	D	\$ 217.93	202,861	D
Common Stock	09/04/2015	<u>S(1)</u>	200	D	\$ 217.9364	202,661	D
Common Stock	09/04/2015	<u>S(1)</u>	1,000	D	\$ 217.94	201,661	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.95	201,561	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.9564	201,461	D
Common Stock	09/04/2015	<u>S(1)</u>	600	D	\$ 217.96	200,861	D
Common Stock	09/04/2015	<u>S(1)</u>	600	D	\$ 217.97	200,261	D
Common Stock	09/04/2015	<u>S(1)</u>	100	D	\$ 217.9718	200,161	D
	09/04/2015	<u>S(1)</u>	100	D	\$ 217.98	200,061	D

Common
Stock

Common Stock	09/04/2015	S ⁽¹⁾	100	D	\$ 217.9875	199,961	D
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Common Stock	09/04/2015	S ⁽¹⁾	115	D	\$ 217.99	199,846	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 600455201	X		Chairman, President and CEO	

Signatures

John L. Howard, as attorney-in-fact	09/08/2015
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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 five Forms 4 to report all September 3, 2015 and September 4, 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.

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