

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

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

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

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 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 Reportable 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.