

GRAINGER W W INC  
Form 5  
January 29, 2016

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**JADIN RONALD L**

(Last) (First) (Middle)

**100 GRAINGER PARKWAY**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2015**

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)  
Sr. VP & Chief Financial Off

6. Individual or Joint/Group Reporting

(check applicable line)

**LAKE FOREST, IL 60045**

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or Amount (D) Price				
Common Stock	Â	Â	Â	Â	Â	19,417	D	Â
Common Stock	06/18/2015	Â	G <sup>(1)</sup>	180	D	\$ <sup>(1)</sup> 5,756	I	By wife. (2)

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title		
Stock Option	\$ 81.49	Â	Â	Â	Â	Â	04/29/2012	04/28/2019	Common Stock		30,000
Stock Option	\$ 108.15	Â	Â	Â	Â	Â	04/28/2013	04/27/2020	Common Stock		29,000
Stock Option	\$ 149.02	Â	Â	Â	Â	Â	04/27/2014	04/26/2021	Common Stock		25,336
Stock Option	\$ 204.01	Â	Â	Â	Â	Â	04/25/2015	04/24/2022	Common Stock		19,527
Stock Option	\$ 245.86	Â	Â	Â	Â	Â	04/24/2016	04/23/2023	Common Stock		16,790
Stock Option	\$ 248.22	Â	Â	Â	Â	Â	04/30/2017	04/29/2024	Common Stock		13,084
Stock Option	\$ 231.88	Â	Â	Â	Â	Â	04/01/2018	03/31/2025	Common Stock		15,226

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Â	Â	Â Sr. VP & Chief Financial Off	Â

## Signatures

Noni Ellison Southall, as attorney-in-fact

01/29/2016

          \*\*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) Disposition by gift.

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(2) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.