## Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER Form 4 March 02, 200									
<b>FORM</b>	Δ						-	PPROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	STATEM	ENT OF CHAN	HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31, 2005Estimated averageburden hours per response0.5	
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a)	uant to Section 16 ) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany Act o	f 1935 or Sectio	n		
(Print or Type Re	esponses)								
1. Name and Ad NOVICH NE	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol GRAINGER W W INC [GWW]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	(Chec			k all applicable)				
100 GRAINO	(Month/D	(Month/Day/Year) 03/01/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)			
		ndment, Dat th/Day/Year)	-		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LAKE FORE	EST, IL 60045-52	01				Form filed by M Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Common Stock						5,340	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.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3. 4, and 5	S I I		Securities	8. Prio Deriv Secur (Instr.	
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 48.625					04/28/1999	04/27/2009	Common Stock	1,860	
Stock Option	\$ 43.5					04/26/2000	04/25/2010	Common Stock	2,070	
Stock Option	\$ 37.5					04/25/2001	04/24/2011	Common Stock	2,400	
Stock Option	\$ 54.61					04/24/2002	04/23/2012	Common Stock	1,650	
Stock Option	\$ 45.5					04/30/2003	04/29/2013	Common Stock	1,980	
Stock Option	\$ 54.14					04/28/2004	04/27/2014	Common Stock	1,670	
Stock Units	<u>(1)</u>	03/01/2005		А	9	(2)	(2)	Common Stock	9	\$ 62

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1 9	Director	10% Owner	Officer	Other			
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х						
Signatures							
L. M. Trusdell, as attorney-in-fact	03/	01/2005					

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) 1-for-1
- (2) The Stock Units are expected to settle in cash 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.