#### **GRAINGER W W INC**

Form 4

October 26, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOBOR NANCY A** Issuer Symbol GRAINGER W W INC [GWW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 100 GRAINGER PARKWAY

10/24/2005

10% Owner Other (specify \_X\_\_ Officer (give title below)

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

6. Individual or Joint/Group Filing(Check

Sr VP-Communications & Inv Rel

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### LAKE FOREST, IL 60045-5201

(Street)

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or				(D) 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)
Common Stock	10/24/2005		Code V M	Amount 1,160	(D)	Price \$ 42.8125	30,560	D	
Common Stock	10/24/2005		M	7,100	A	\$ 43.5	37,660	D	
Common Stock	10/24/2005		M	1,070	A	\$ 43.5	38,730	D	
Common Stock	10/24/2005		S	8,530	D	\$ 65.31	30,200	D	
Common Stock	10/24/2005		S	300	D	\$ 65.39	29,900	D	

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Common Stock S 500 D \$65.44 29,400 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 42.8125	10/24/2005		M		1,160	03/01/2003	02/28/2010	Common Stock	1,160
Option	\$ 43.5	10/24/2005		M		7,100	04/26/2003	04/25/2010	Common Stock	7,100
Option	\$ 43.5	10/24/2005		M		1,070	<u>(1)</u>	04/25/2010	Common Stock	1,070
Option	\$ 37.5						04/25/2004	04/24/2011	Common Stock	20,000
Option	\$ 37.5						04/25/2007	04/24/2011	Common Stock	710
Option	\$ 54.61						04/24/2005	04/23/2012	Common Stock	15,000
Option	\$ 45.5						04/30/2006	04/29/2013	Common Stock	15,000
Option	\$ 54.14						04/28/2007	04/27/2014	Common Stock	9,000
Option	\$ 52.29						04/27/2008	04/26/2015	Common Stock	8,000

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOBOR NANCY A 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr VP-Communications & Inv Rel

## **Signatures**

L. M. Trusdell, as attorney-in-fact 10/26/2005

\*\*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) Exercisable in four equal annual installments beginning 4/26/2001.

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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