HALL WILLIAM K Form 4

January 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5 Relationship of Reporting Person(s) to

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response...

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

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person *

HALL WILLIAM K			Symbol	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				Issuer (Check all applicable)			
	(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Circ	check an applicable)			
	100 GRAINO	GER PARKWAY	_ `	(Month/Day/Year) 01/01/2006				re titleOth below)	Owner er (specify		
		(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	LAKE FORE	EST, IL 60045-52	· ·	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State) (Zip) Tabl	e I - Non-D	erivative Sec	curities Ac	quired, Disposed	of, or Beneficial	lly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es	5. Amount of	6. Ownership	7. Nature of		
	Security (Month/Day/Year) Executive		Execution Date, if	on Date, if TransactionAcquired (A) or			Securities Form: Direct Indirect				
	(Instr. 3)		any	Code	Disposed of	` ′	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8) Code V		(A) or (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
	Common						3 000	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)

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3,000

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	2.	3. Transaction Date	3A. Deemed	4.	5	. Nur	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tiono	of		Expiration D	ate	Underlying S	Securities	Derivativ
Security	or Exercise		any	Code	Г	Deriva	ative	(Month/Day/	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) S	Securi	ties					(Instr. 5)
	Derivative				Α	Acqui	red					
	Security				(1	A) or						
					Г	Dispos	sed					
					o	of (D)						
					(]	Instr.	3, 4,					
					a	nd 5)						
				Code V	V	(A)	(D)	Date	Expiration	Title	Amount	
				0000		()	(2)	Exercisable	Date	11110	or	
								2.1010104010	24.0		Number	
											of	
											Shares	
											5111105	
Stock	(1)	01/01/0006			_	220		(2)	(2)	Common	220	ф 71 1
Units	<u>(1)</u>	01/01/2006		Α		330		(2)	(2)	Stock	330	\$ 71.1

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
HALL WILLIAM K 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X						

Signatures

J. L. Howard, as attorney-in-fact 01/03/2006

**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) 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.

Reporting Owners 2