SLAVIK JAMES D

Form 5

January 12, 2006

## FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Ad SLAVIK JAN	*	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		05111)	GRAINGER W W INC [GWW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended				
			(Month/Day/Year)	X Director 10% Owner			
			12/31/2005	Officer (give title Other (specify			
100 GRAINGER PARKWAY				below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
			,	(check applicable line)			

### LAKE FOREST, ILÂ 60045-5201

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

(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Bene							ly 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)  (A) or		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)	
<b>a</b>				Amount	(D)	Price	, , , , , , , , , , , , , , , , , , ,		
Common Stock	Â	Â	Â	Â	Â	Â	1,079,542	D	Â
Common Stock	04/30/2005	Â	<u>J(1)</u>	50,000	A	\$0	102,180	I	See footnote (2)
Common Stock	Â	Â	Â	Â	Â	Â	1,044,490	I	See footnote (3)
Common Stock	Â	Â	Â	Â	Â	Â	1,635,760	I	See footnote (4)
	Â	Â	Â	Â	Â	Â	205,879	I	

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Common Stock									See footnote (5)
Common Stock	Â	Â	Â	Â	Â	Â	688	I	See footnote (6)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	SEC 2270 (9-02)					

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	Â	Â	Â	Â	Â	Â	(8)	(8)	Common Stock	24
Stock Option	\$ 37.25	Â	Â	Â	Â	Â	04/30/2000	04/29/2007	Common Stock	2,200
Stock Option	\$ 51.6875	Â	Â	Â	Â	Â	04/29/2001	04/28/2008	Common Stock	1,460
Stock Option	\$ 48.625	Â	Â	Â	Â	Â	04/28/1999	04/27/2009	Common Stock	1,860
Stock Option	\$ 43.5	Â	Â	Â	Â	Â	04/26/2000	04/25/2010	Common Stock	2,070
Stock Option	\$ 37.5	Â	Â	Â	Â	Â	04/25/2001	04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61	Â	Â	Â	Â	Â	04/24/2002	04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5	Â	Â	Â	Â	Â	04/30/2003	04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14	Â	Â	Â	Â	Â	04/28/2004	04/27/2014	Common Stock	1,670

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SLAVIK JAMES D 100 GRAINGER PARKWAY

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$ 

LAKE FOREST, ILÂ 60045-5201

## **Signatures**

L. M. Trusdell, as attorney-in-fact

01/11/2006

\*\*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) On April 30, 2005, Mr. Slavik became a co-trustee of the Elmer and Joy Slavik Living Trust One with no consideration being paid.
- (2) Shares held by trusts of which Mr. Slavik is a beneficiary and co-trustee.
- (3) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (4) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares held by trusts of which Mr. Slavik is a co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (6) Shares held by Mr. Slavik's wife. Mr. Slavik disclaims beneficial ownership of such shares.
- (**7**) 1-for-1
- (8) 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 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.

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