Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER V	W W INC										
Form 4											
March 02, 200									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or	GES IN F SECURI	ITIES	Estimated a burden hou	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5							
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section	17(a) of the	Public Ut	ility Hold	ing Com		ge Act of 1934, of 1935 or Sectio 40	on			
(Print or Type Re	esponses)										
ROGERS GARY L S			Symbol	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				5. Relationship of Reporting Person(s) to Issuer			
				3. Date of Earliest Transaction				(Check all applicable)			
(M				ay/Year) 006	insaction		XDirector10% Owner Officer (give titleOther (specify below) below)				
				ndment, Dat th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
LAKE FORE	EST, IL 6004	5-5201					Form filed by Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any		3. Transactic Code (Instr. 8) Code V	4. Securit mAcquired Disposed (Instr. 3,	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-		
Common Stock							310	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)

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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. Transac Code (Instr. 8	`` `		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	03/01/2006		А	4		(2)	(2)	Common Stock	4	\$ 74.04

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
ROGERS GARY L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х						
Signatures							
L. M. Trusdell, as attorney-in-fact	03/	02/2006					
**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.