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GRAINGER	W W INC									
Form 4	<									
September 0							0145.4			
FORM	14	STATES SE	CUDITIES	ANDEY	СНАМСЕ		NT	PPROVAL		
	UNITED	STATES SE	Washingto				N OMB Number:	3235-0287		
Check the			vi usiningtoi	II, D.C. 2 (January 31,		
if no long	STATEA	MENT OF C	HANGES IN	N BENEF	ICIAL OV	WNERSHIP OF	Expires:	2005		
subject to Section 1			SECU	RITIES			Estimated burden hou			
Form 4 o							response	•		
Form 5	Filed put	suant to Sect	ion 16(a) of t	he Securi	ties Excha	nge Act of 1934,				
obligation may cont			•	•	· ·	of 1935 or Secti	on			
See Instru		30(h) of t	the Investmen	nt Compai	ny Act of 1	940				
1(b).										
(Print or Type F	Pernonses)									
(Thit of Type I	(csponses)									
1. Name and A	ddress of Reporting	Person [*] _ 2	Issuer Name a	nd Ticker or	Trading	5. Relationship	of Reporting Per	Reporting Person(s) to		
ROBERTS MICHAEL JAMES			nbol	iu mener or	Truumg	Issuer				
			RAINGER W	W INC [GWW]	(01		`		
(Last)	(First) (Middle) 3. [Date of Earliest	- Transaction	(Che	Theck all applicable)				
× /		,	onth/Day/Year)			_X_ Director 10% Owner				
100 GRAIN	GER PARKWA		/01/2006			Officer (give title Other (specify below) below)				
			CA 1 / 1		1	, , , , , , , , , , , , , , , , , , ,				
	(Street)		f Amendment, l ed(Month/Day/Ye	-	l	 6. Individual or Joint/Group Filing(Check Applicable Line) 				
		Plic	cu(Month/Day/16	ai)		_X_Form filed by	y One Reporting P	erson		
LAKE FOR	EST, IL 60045-5	5201				Form filed by Person	More than One R	eporting		
(C :+)	(54-4-)	(7:)								
(City)	(State)	(Zip)	Table I - Non	-Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
-	(Month/Day/Year)	Execution Date	e, if Transacti Code	onAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect		
(Instr. 3)		any (Month/Day/Y		(Instr. 3, 4		Owned	(D) or mullect (I)	Ownership		
		````	, , , ,		,	Following (	(Instr. 4)	(Instr. 4)		
					(A)	Reported Transaction(s)				
			~		or	(Instr. 3 and 4)				
			Code V	Amount	(D) Price	` ´				
Reminder: Rep	ort on a separate line	e for each class o	of securities ben	eficially ow	ned directly of	or indirectly.				
						pond to the colle		SEC 1474		
						ained in this forn		(9-02)		
						ond unless the fo ntly valid OMB co				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(Instr. 5)

number.

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	Derivative Security			Secu Acqu (A) o Disp of (E (Inst 4, an	uired or osed )) r. 3,						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	09/01/2006	А		8		(2)	(2)	Common Stock	8	\$ 66.8

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
ROBERTS MICHAEL JAMES 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х								
Signatures									
L. M. Trusdell, as attorney-in-fact	09/								
**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.