### **GRAINGER W W INC**

Form 4 March 02, 2007

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROBERTS MICHAEL JAMES** 

(First) (Middle) (Last)

100 GRAINGER PARKWAY

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year)

03/01/2007

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAKE FOREST, IL 60045-5201 (City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security

(Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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.

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4. 5. TransactionNumber Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security (Instr. 5)

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Exercisable Date		
Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Title Exercisable Date		
of (D) (Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Title Exercisable Date		
(Instr. 3, 4, and 5)  Code V (A) (D) Date Expiration Title Exercisable Date		
4, and 5)  Code V (A) (D) Date Expiration Title  Exercisable Date		
Code V (A) (D) Date Expiration Title Exercisable Date		
Exercisable Date		
Exercisable Date	Amount	
	or	
	Number	
	of	
	Shares	
Stock Units         (1)         03/01/2007         A         8         (2)         (2)         Common Stock	n 8 \$	\$ 77.29

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
• 0	Director	10% Owner	Officer	Other
ROBERTS MICHAEL JAMES 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X			

# **Signatures**

L. M. Trusdell, as attorney-in-fact 03/02/2007

\*\*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.

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