Edgar Filing: LEVENICK STUART L - Form 4

LEVENICK STUART L Form 4 April 02, 2007											
FORM 4 UNITED	STATES		RITIES A shington			NGE	COMMISSIO	-	APPROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer 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 1(b).											
(Print or Type Responses)											
1. Name and Address of Reporting LEVENICK STUART L	Person [*]	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (100 GRAINGER PARKWA	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2007				••]	(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Director below) Other (specify below)				
(Street) LAKE FOREST, IL 60045-4	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City) (State)	(Zip)	Tak	la I. Nam I	Dau!4	C		Person	of on Douoficio	lle: Original		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	-	d Date, if	3. Transactic Code (Instr. 8) Code V	4. Secu onAcquir Dispos (Instr. 1	(A) or ed of (D) a, 4 and (A) or	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: Report on a separate line	e for each cla	uss of sect	urities bene	Per info req dis	sons w ormation uired to	ho res n cont o respo	or indirectly. spond to the collection tained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

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	Transactio	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)	Derivative	;		(Instr. 5)

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	Derivative Security		Secu Acqu (A) o Disp of (E (Inst 4, an	uired or osed D) r. 3,							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	03/30/2007	А		20		(2)	(2)	Common Stock	20	\$ 77.24

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
LEVENICK STUART L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х			
Signatures				
L. M. Trusdell, as attorney-in-fact	04/	02/2007		
<u>**</u> Signature of Reporting Person				

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.