#### GRAINGER W W INC

Form 4 May 04, 2007

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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January 31,

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

obligations may continue. See Instruction

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 Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LOUX P OGDEN Issuer Symbol GRAINGER W W INC [GWW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify 100 GRAINGER PARKWAY 05/03/2007 below) Sr. VP, Finance and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE FOREST, IL 60045-5201 Person

(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 tior(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/03/2007		S	1,700	D	\$ 84.6	58,754	D		
Common Stock	05/03/2007		S	200	D	\$ 84.61	58,554	D		
Common Stock	05/03/2007		S	600	D	\$ 84.62	57,954	D		
Common Stock	05/03/2007		S	1,100	D	\$ 84.63	56,854	D		
Common Stock	05/03/2007		S	900	D	\$ 84.64	55,954	D		

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Common Stock	05/03/2007	S	800	D	\$ 84.65	55,154	D	
Common Stock	05/03/2007	S	300	D	\$ 84.66	54,854	D	
Common Stock	05/03/2007	S	1,600	D	\$ 84.67	53,254	D	
Common Stock	05/03/2007	S	700	D	\$ 84.68	52,554	D	
Common Stock	05/03/2007	S	1,200	D	\$ 84.69	51,354	D	
Common Stock	05/03/2007	S	600	D	\$ 84.7	50,754	D	
Common Stock	05/03/2007	S	2,050	D	\$ 84.71	48,704	D	
Common Stock	05/03/2007	S	1,100	D	\$ 84.715	47,604	D	
Common Stock	05/03/2007	S	2,300	D	\$ 84.72	45,304	D	
Common Stock	05/03/2007	S	1,100	D	\$ 84.73	44,204	D	
Common Stock	05/03/2007	S	300	D	\$ 84.74	43,904	D	
Common Stock	05/03/2007	S	600	D	\$ 84.75	43,304	D	
Common Stock	05/03/2007	S	500	D	\$ 84.76	42,804	D	
Common Stock	05/03/2007	S	100	D	\$ 84.78	42,704	D	
Common Stock						400	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secur

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOUX P OGDEN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr. VP, Finance and CFO

Bene Own Follo Repo Trans (Instr

# **Signatures**

L. M. Trusdell, as attorney-in-fact 05/04/2007

\*\*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) Shares held by reporting person's wife. The reporting person disclaims beneficial ownership of these shares.

#### **Remarks:**

This Form 4 is the second of two Forms 4 to report all May 3, 2007 transactions for the reporting person.

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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