#### Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER	W W INC										
Form 4											
July 21, 200	9										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check th			• • • •	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	D.C. 20					January 31,	
if no long		MENT O	F CHAN	GES IN I	BENEF	[CIA	LOW	NERSHIP OF	Expires:	2005	
subject to Section 1	5			SECUR					Estimated average burden hours per		
Form 4 o								response 0.5			
Form 5	Filed pu	rsuant to S	Section 1	6(a) of the	e Securit	ies E	xchange	e Act of 1934,			
obligatio may cont				•	•	- ·		1935 or Section	n		
See Instr		30(h)	of the In	vestment	Compan	y Ac	t of 194	0			
1(b).											
(Print or Type I	Responses)										
(I fint of Type I	(csponses)										
HOBOR NANCY A Symbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
							-8	Issuer (Check all applicable)			
				GER W V	V INC [	GWW	V]				
(Last)	(First)	(Middle)	3. Date of	f Earliest Tra	ansaction			(Chec	k all applicable	e)	
. ,	. ,	. ,	(Month/E					Director 10% Owner			
			07/20/2	009				XOfficer (give titleOther (specify below) below)			
								· · · · · · · · · · · · · · · · · · ·	nunications &	Inv Rel	
	(Street)		4. If Ame	endment, Dat	te Origina	1		6. Individual or Jo	int/Group Filin	g(Check	
				nth/Day/Year)				Applicable Line)			
				·				_X_ Form filed by C			
LAKE FOR	EST, IL 60045-	5201						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	a I Non D	onivotivo	Soone	ition A on	uired, Disposed of	on Donoficial	ly Owned	
1 75.4							-			-	
1.Title of Security	2. Transaction Da (Month/Day/Year		ned n Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	(initial Duy) i cui	any	n Dute, n	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially	r	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
								Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)	(111501. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	07/20/2000						\$	25 429	D		
Stock	07/20/2009			M <u>(1)</u>	8,000	А	52.29	35,438	D		
Common											
Stock	07/20/2009			S <u>(1)</u>	8,000	D	\$ 87	27,438	D		

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

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

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. Transactio Code (Instr. 8)	Secu Secu Acq (A) Disp (D)	urities uired or oosed of ar. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 3 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 54.14						04/28/2007	04/27/2014	Common Stock	9,000
Option	\$ 52.29	07/20/2009		M <u>(1)</u>		8,000	04/27/2008	04/26/2015	Common Stock	8,000
Option	\$ 76.61						04/26/2009	04/25/2016	Common Stock	5,000
Option	\$ 83.08						04/25/2010	04/24/2017	Common Stock	6,000
Option	\$ 85.82						04/30/2011	04/29/2018	Common Stock	6,000
Option	\$ 81.49						04/29/2012	04/28/2019	Common Stock	8,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOBOR NANCY A 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr VP-Communications & Inv Rel			
Signatures						

C. L. Kogl, as attorney-in-fact 07/21/2009

\*\*Signature of Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sale pursuant to a previously adopted Rule 10b5-1 trading program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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