

GRAINGER W W INC  
Form 4  
March 19, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HOWARD JOHN L**

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GRAINGER W W INC [GWW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/18/2010**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr. VP and General Counsel**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount					(D)
Common Stock	03/18/2010		M		12,500	A	\$ 45.5	55,920	D	
Common Stock	03/18/2010		S		100	D	\$ 108.28	55,820	D	
Common Stock	03/18/2010		S		100	D	\$ 108.29	55,720	D	
Common Stock	03/18/2010		S		100	D	\$ 108.3	55,620	D	
Common Stock	03/18/2010		S		927	D	\$ 108.32	54,693	D	

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Common Stock	03/18/2010	S	100	D	\$ 108.395	54,593	D
Common Stock	03/18/2010	S	400	D	\$ 108.42	54,193	D
Common Stock	03/18/2010	S	800	D	\$ 108.44	53,393	D
Common Stock	03/18/2010	S	400	D	\$ 108.48	52,993	D
Common Stock	03/18/2010	S	200	D	\$ 108.5	52,793	D
Common Stock	03/18/2010	S	300	D	\$ 108.51	52,493	D
Common Stock	03/18/2010	S	300	D	\$ 108.52	52,193	D
Common Stock	03/18/2010	S	400	D	\$ 108.53	51,793	D
Common Stock	03/18/2010	S	100	D	\$ 108.54	51,693	D
Common Stock	03/18/2010	S	100	D	\$ 108.55	51,593	D
Common Stock	03/18/2010	S	600	D	\$ 108.6	50,993	D

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.**

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 45.5	03/18/2010		M	12,500	04/30/2006	04/29/2013	Common Stock	12,500

Option	\$ 54.14	04/28/2007	04/27/2014	Common Stock	12,000
Option	\$ 52.29	04/27/2008	04/26/2015	Common Stock	13,000
Option	\$ 76.61	04/26/2009	04/25/2016	Common Stock	10,000
Option	\$ 83.08	04/25/2010	04/24/2017	Common Stock	10,000
Option	\$ 85.82	04/30/2011	04/29/2018	Common Stock	11,000
Option	\$ 81.49	04/29/2012	04/28/2019	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP and General Counsel	

## Signatures

C. L. Kogl, as  
attorney-in-fact

03/19/2010

\_\_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).

### Remarks:

This is the first of three Forms 4 to report all March 18, 2010 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.

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