

Pulick Michael A
 Form 4
 March 07, 2013

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 *
 Pulick Michael A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

100 GRAINGER PARKWAY

03/06/2013

Senior Vice President

(Street)

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

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

LAKE FOREST, IL 60045-5201

(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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/06/2013		M		30,000 A \$ 81.49	56,830	D
Common Stock	03/06/2013		S		83 D \$ 229.85	56,747	D
Common Stock	03/06/2013		S		106 D \$ 229.87	56,641	D
Common Stock	03/06/2013		S		100 D \$ 229.88	56,541	D
Common Stock	03/06/2013		S		100 D \$ 229.89	56,441	D

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Common Stock	03/06/2013	S	100	D	\$ 229.9	56,341	D
Common Stock	03/06/2013	S	100	D	\$ 229.91	56,241	D
Common Stock	03/06/2013	S	1	D	\$ 229.95	56,240	D
Common Stock	03/06/2013	S	103	D	\$ 229.97	56,137	D
Common Stock	03/06/2013	S	3	D	\$ 229.98	56,134	D
Common Stock	03/06/2013	S	103	D	\$ 229.99	56,031	D
Common Stock	03/06/2013	S	100	D	\$ 230	55,931	D
Common Stock	03/06/2013	S	1	D	\$ 230.01	55,930	D
Common Stock	03/06/2013	S	109	D	\$ 230.02	55,821	D
Common Stock	03/06/2013	S	100	D	\$ 230.04	55,721	D
Common Stock	03/06/2013	S	100	D	\$ 230.16	55,621	D
Common Stock	03/06/2013	S	100	D	\$ 230.17	55,521	D
Common Stock	03/06/2013	S	100	D	\$ 230.2	55,421	D
Common Stock	03/06/2013	S	200	D	\$ 230.24	55,221	D
Common Stock	03/06/2013	S	100	D	\$ 230.26	55,121	D
Common Stock	03/06/2013	S	100	D	\$ 230.28	55,021	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)

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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	\$ 85.82					04/30/2011	04/29/2018	Common Stock	10,500
Option	\$ 81.49	03/06/2013		M	30,000	04/29/2012	04/28/2019	Common Stock	30,000
Option	\$ 108.15					04/28/2013	04/27/2020	Common Stock	29,000
Option	\$ 149.02					04/27/2014	04/26/2021	Common Stock	24,876
Option	\$ 204.01					04/25/2015	04/24/2022	Common Stock	16,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pulick Michael A 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Senior Vice President	

Signatures

David L. Rawlinson, as attorney-in-fact 03/07/2013

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 seven Forms 4 to report all March 6, 2013 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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