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GRAINGER W W INC  
Form S-8 POS  
April 22, 2003

As filed with the Securities and Exchange Commission on April 21, 2003  
Registration No. 333-56362

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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W.W. GRAINGER, INC.

(Exact Name of Registrant as Specified in its Charter)

Illinois 36-1150280  
(State or Other Jurisdiction (I.R.S. Employer Identification No.)  
of Incorporation or Organization)

100 Grainger Parkway  
Lake Forest, Illinois  
(Address of Principal Executive Offices) 60045-5201  
(Zip Code)

W.W. Grainger, Inc.

Executive Stock Purchase Program  
(Full Title of the Plan)

John L. Howard  
General Counsel  
W.W. Grainger, Inc.  
100 Grainger Parkway  
Lake Forest, Illinois 60045-5201  
(Name and Address of Agent For Service)

(847) 535-1000  
(Telephone Number, Including Area Code, of Agent For Service)

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POST-EFFECTIVE AMENDMENT

The Registrant hereby amends the Registration Statement to remove from registration 462,980 shares of common stock, par value \$0.50 per share, which remained unsold at the termination of the offering.

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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certifies that it has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lake Forest, Illinois, on the 21st day of April, 2003.

W. W. GRAINGER, INC.

By: /s/ John L. Howard

John L. Howard  
General Counsel and Agent for Service