

JADIN RONALD L
 Form 4/A
 May 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
JADIN RONALD L

(Last) (First) (Middle)
 100 GRAINGER PARKWAY
 (Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/24/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/25/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. VP & Chief Financial Off

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2018		M ⁽¹⁾		29,000	A	\$ 108.15
							49,459
Common Stock	04/24/2018		S ⁽¹⁾		3,600	D	\$ 285.6309
							45,859
Common Stock	04/24/2018		S ⁽¹⁾		17,460	D	\$ 286.8966
							28,399
Common Stock	04/24/2018		S ⁽¹⁾		7,740	D	\$ 287.5625
							20,659

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Common Stock	04/24/2018	S ⁽¹⁾	200	D	\$ 288.35	20,459	D	
Common Stock						5,546	I ⁽⁵⁾	By wife.

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. 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
Stock Option	\$ 108.15	04/24/2018		M ⁽¹⁾	29,000	04/28/2013 04/27/2020	Common Stock 29,000
Stock Option	\$ 149.02					04/27/2014 04/26/2021	Common Stock 25,336
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock 19,527
Stock Option	\$ 245.86					04/24/2016 04/23/2023	Common Stock 16,790
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock 13,084
Stock Option	\$ 231.88					04/01/2018 03/31/2025	Common Stock 15,226
Stock Option	\$ 234.38					04/01/2019 03/31/2026	Common Stock 18,109
Stock Option	\$ 231.2					04/03/2020 04/02/2027	Common Stock 12,580

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JADIN RONALD L
100 GRAINGER PARKWAY
LAKE FOREST, IL 60045

Sr. VP & Chief Financial Off

Signatures

Hugo Dubovoy, Jr., as
attorney-in-fact

05/02/2018

__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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$285.08 to \$285.97, inclusive. The reporting person undertakes to provide W.W. Grainger, Inc., any security holder of W.W. Grainger, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), and (4) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$286.31 to \$287.27, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$287.31 to \$288.09, inclusive.
- (4) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Remarks:

The amendment is being filed to correct a typographical error where the Date of Earliest Transaction was mistakenly listed as

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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