

RYAN JAMES T
Form 4
December 05, 2005

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

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 *
RYAN JAMES T

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)
100 GRAINGER PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2005

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

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

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	12/02/2005		M		3,240	A	\$ 42.8125
Common Stock	12/02/2005		M		4,760	A	\$ 43.5
Common Stock	12/02/2005		S		7,800	D	\$ 71.71
Common Stock	12/02/2005		S		200	D	\$ 71.79
							60,953
							65,713
							57,913
							57,713

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

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SEC 1474
(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 (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)	8. Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Option	\$ 51.6875							04/29/2001	04/28/2008	Common Stock	7,180
Option	\$ 48.625							04/28/2002	04/27/2009	Common Stock	8,790
Option	\$ 42.8125	12/02/2005		M		3,240		03/01/2003	02/28/2010	Common Stock	3,240
Option	\$ 43.5	12/02/2005		M		4,760		<u>(1)</u>	04/25/2010	Common Stock	4,760
Option	\$ 37.5							04/25/2007	04/24/2011	Common Stock	50,000
Option	\$ 54.61							04/24/2005	04/23/2012	Common Stock	30,000
Option	\$ 45.5							04/30/2006	04/29/2013	Common Stock	30,000
Option	\$ 54.14							04/28/2007	04/27/2014	Common Stock	20,000
Option	\$ 52.29							04/27/2008	04/26/2015	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY			Group President	

LAKE FOREST, IL 60045-5201

Signatures

L. M. Trusdell, as
attorney-in-fact

12/05/2005

 **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) Exercisable in four equal annual installments beginning 4/26/2001.

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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