

GRAINGER W W INC
Form 4
May 30, 2014

FORM 4

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

OMB APPROVAL

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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)
05/28/2014

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 & CFO

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 (D)	Price	
Common Stock	05/28/2014		M		3,500	A \$ 76.61	25,702 D
Common Stock	05/28/2014		S		100	D \$ 254.35	25,602 D
Common Stock	05/28/2014		S		25	D \$ 254.41	25,577 D
Common Stock	05/28/2014		S		55	D \$ 254.44	25,522 D
Common Stock	05/28/2014		S		100	D \$ 254.45	25,422 D

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Common Stock	05/28/2014	S	300	D	\$ 254.46	25,122	D	
Common Stock	05/28/2014	S	3	D	\$ 254.5	25,119	D	
Common Stock	05/28/2014	S	100	D	\$ 254.64	25,019	D	
Common Stock	05/28/2014	S	100	D	\$ 254.66	24,919	D	
Common Stock	05/28/2014	S	154	D	\$ 254.67	24,765	D	
Common Stock	05/28/2014	S	104	D	\$ 254.68	24,661	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8	24,561	D	
Common Stock	05/28/2014	S	100	D	\$ 254.81	24,461	D	
Common Stock	05/28/2014	S	200	D	\$ 254.82	24,261	D	
Common Stock	05/28/2014	S	200	D	\$ 254.87	24,061	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8836	23,961	D	
Common Stock	05/28/2014	S	300	D	\$ 254.89	23,661	D	
Common Stock	05/28/2014	S	100	D	\$ 254.8936	23,561	D	
Common Stock	05/28/2014	S	100	D	\$ 254.9	23,461	D	
Common Stock	05/28/2014	S	100	D	\$ 254.9754	23,361	D	
Common Stock						6,086	I	By wife. <u>(1)</u>

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)

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) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Remarks:

This is the first of two Forms 4 filed to report all May 28, 2014 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.