

Macpherson Donald G
Form 4
December 01, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Macpherson Donald G

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)
11/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

LAKE FOREST, IL 60045

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/29/2017 | | M ⁽¹⁾ | 26,000 A \$ 108.15 | 53,447 | D | |
| Common Stock | 11/29/2017 | | S ⁽¹⁾ | 4,350 D \$ 211.5926 | 49,097 | D | |
| Common Stock | 11/29/2017 | | S ⁽¹⁾ | 10,891 D \$ 212.2072 | 38,206 | D | |
| Common Stock | 11/29/2017 | | S ⁽¹⁾ | 4,937 D \$ 213.1193 | 33,269 | D | |

Edgar Filing: Macpherson Donald G - Form 4

| | | | | | | | | |
|--------------|------------|--|------------------|-------|---|-----------------------|--------|---|
| Common Stock | 11/29/2017 | | S ⁽¹⁾ | 2,658 | D | \$ 213.8844 (5) | 30,611 | D |
|--------------|------------|--|------------------|-------|---|-----------------------|--------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 | 11/29/2017 | | M ⁽¹⁾ | 26,000 | 04/28/2013 04/27/2020 | Common Stock 26,000 |
| Stock Option | \$ 149.02 | | | | | 04/27/2014 04/26/2021 | Common Stock 24,876 |
| Stock Option | \$ 204.01 | | | | | 04/25/2015 04/24/2022 | Common Stock 16,923 |
| Stock Option | \$ 245.86 | | | | | 04/24/2016 04/23/2023 | Common Stock 15,741 |
| Stock Option | \$ 248.22 | | | | | 04/30/2017 04/29/2024 | Common Stock 12,266 |
| Stock Option | \$ 231.88 | | | | | 04/01/2018 03/31/2025 | Common Stock 14,380 |
| Stock Option | \$ 234.38 | | | | | 04/01/2019 03/31/2026 | Common Stock 23,827 |
| Stock Option | \$ 231.2 | | | | | 04/03/2020 04/02/2027 | Common Stock 36,415 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

