

GRAINGER W W INC  
Form 4  
May 08, 2007

**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 \*  
**KEYSER RICHARD L**

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

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2007

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)  
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/07/2007		M		29,952 A \$ 37.5	270,909	D
Common Stock	05/07/2007		M		8,100 A \$ 37.5	279,009	D
Common Stock	05/07/2007		S		500 D \$ 83.24	278,509	D
Common Stock	05/07/2007		S		400 D \$ 83.25	278,109	D
Common Stock	05/07/2007		S		352 D \$ 83.26	277,757	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock	05/07/2007	S	200	D	\$ 83.27	277,557	D
Common Stock	05/07/2007	S	300	D	\$ 83.28	277,257	D
Common Stock	05/07/2007	S	100	D	\$ 83.29	277,157	D
Common Stock	05/07/2007	S	600	D	\$ 83.3	276,557	D
Common Stock	05/07/2007	S	700	D	\$ 83.31	275,857	D
Common Stock	05/07/2007	S	600	D	\$ 83.32	275,257	D
Common Stock	05/07/2007	S	400	D	\$ 83.33	274,857	D
Common Stock	05/07/2007	S	210	D	\$ 83.34	274,647	D
Common Stock	05/07/2007	S	390	D	\$ 83.35	274,257	D
Common Stock	05/07/2007	S	700	D	\$ 83.36	273,557	D
Common Stock	05/07/2007	S	300	D	\$ 83.37	273,257	D
Common Stock	05/07/2007	S	1,100	D	\$ 83.38	272,157	D
Common Stock	05/07/2007	S	600	D	\$ 83.39	271,557	D
Common Stock	05/07/2007	S	200	D	\$ 83.4	271,357	D
Common Stock	05/07/2007	S	500	D	\$ 83.41	270,857	D
Common Stock	05/07/2007	S	500	D	\$ 83.42	270,357	D
Common Stock	05/07/2007	S	100	D	\$ 83.46	270,257	D
Common Stock	05/07/2007	S	200	D	\$ 83.49	270,057	D
Common Stock	05/07/2007	S	800	D	\$ 83.5	269,257	D
Common Stock	05/07/2007	S	200	D	\$ 83.51	269,057	D
	05/07/2007	S	100	D		268,957	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock						\$ 83.52		
Common Stock	05/07/2007		S	300	D	\$ 83.53	268,657	D
Common Stock	05/07/2007		S	300	D	\$ 83.54	268,357	D
Common Stock	05/07/2007		S	500	D	\$ 83.55	267,857	D
Common Stock	05/07/2007		S	200	D	\$ 83.56	267,657	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
Option	\$ 42.8125					03/01/2003 02/28/2010	Common Stock 20,100
Option	\$ 43.5					04/26/2003 04/25/2010	Common Stock 80,930
Option	\$ 43.5					<sup>(1)</sup> 04/25/2010	Common Stock 12,140
Option	\$ 37.5	05/07/2007		M	29,952	04/25/2004 04/24/2011	Common Stock 29,952
Option	\$ 37.5	05/07/2007		M	8,100	04/25/2007 04/24/2011	Common Stock 8,100
Option	\$ 54.61					04/24/2005 04/23/2012	Common Stock 175,000
Option	\$ 45.5					04/30/2006 04/29/2013	Common Stock 174,000
Option	\$ 54.14					04/28/2007 04/27/2014	81,000

