

GRAINGER W W INC

Form 4

April 18, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIGH JOSEPH C

(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)
04/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP & Chief People Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	04/15/2016		M ⁽¹⁾		5,800	A	\$ 154.84	14,739	D
Common Stock	04/15/2016		S ⁽¹⁾		100	D	\$ 233.07	14,639	D
Common Stock	04/15/2016		S ⁽¹⁾		100	D	\$ 233.19	14,539	D
Common Stock	04/15/2016		S ⁽¹⁾		101	D	\$ 233.26	14,438	D
Common Stock	04/15/2016		S ⁽¹⁾		100	D	\$ 233.3	14,338	D

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Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 233.31	14,138	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 233.34	14,038	D
Common Stock	04/15/2016	<u>S(1)</u>	300	D	\$ 233.62	13,738	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 233.7	13,638	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 233.7651	13,538	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 233.88	13,438	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 233.9638	13,338	D
Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 234.18	13,138	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.25	13,038	D
Common Stock	04/15/2016	<u>S(1)</u>	50	D	\$ 234.33	12,988	D
Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 234.36	12,788	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.39	12,688	D
Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 234.43	12,488	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.49	12,388	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.53	12,288	D
Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 234.7007	12,088	D
Common Stock	04/15/2016	<u>S(1)</u>	200	D	\$ 234.71	11,888	D
Common Stock	04/15/2016	<u>S(1)</u>	232	D	\$ 234.74	11,656	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.75	11,556	D
Common Stock	04/15/2016	<u>S(1)</u>	100	D	\$ 234.8	11,456	D

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

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(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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option	\$ 154.84	04/15/2016		M ⁽¹⁾	5,800	07/26/2014	07/25/2021	Common Stock		5,800
Stock Option	\$ 204.01					04/25/2015	04/24/2022	Common Stock		10,415
Stock Option	\$ 245.86					04/24/2016	04/23/2023	Common Stock		8,920
Stock Option	\$ 248.22					04/30/2017	04/29/2024	Common Stock		7,360
Stock Option	\$ 231.88					04/01/2018	03/31/2025	Common Stock		8,459
Stock Option	\$ 234.38					04/01/2019	03/31/2026	Common Stock		9,531

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGH JOSEPH C 100 GRAINGER PARKWAY LAKE FOREST, IL 60045			Sr. VP & Chief People Officer	

Signatures

Noni Ellison Southall, as
attorney-in-fact

04/18/2016

__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.

Remarks:

This is the first of two Forms 4 to report all April 15, 2016 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.

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