

KEYSER RICHARD L
Form 4
May 04, 2007

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 *
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)
05/03/2007

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	05/03/2007		M		33,973 A \$ 37.5	274,930	D
Common Stock	05/03/2007		S		200 D \$ 84.22	274,730	D
Common Stock	05/03/2007		S		400 D \$ 84.25	274,330	D
Common Stock	05/03/2007		S		200 D \$ 84.26	274,130	D
Common Stock	05/03/2007		S		400 D \$ 84.27	273,730	D

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Common Stock	05/03/2007	S	600	D	\$ 84.28	273,130	D
Common Stock	05/03/2007	S	1,600	D	\$ 84.29	271,530	D
Common Stock	05/03/2007	S	2,132	D	\$ 84.3	269,398	D
Common Stock	05/03/2007	S	700	D	\$ 84.31	268,698	D
Common Stock	05/03/2007	S	2,582	D	\$ 84.32	266,116	D
Common Stock	05/03/2007	S	2,422	D	\$ 84.33	263,694	D
Common Stock	05/03/2007	S	3,696	D	\$ 84.34	259,998	D
Common Stock	05/03/2007	S	3,346	D	\$ 84.35	256,652	D
Common Stock	05/03/2007	S	1,500	D	\$ 84.36	255,152	D
Common Stock	05/03/2007	S	1,600	D	\$ 84.37	253,552	D
Common Stock	05/03/2007	S	768	D	\$ 84.38	252,784	D
Common Stock	05/03/2007	S	300	D	\$ 84.39	252,484	D
Common Stock	05/03/2007	S	900	D	\$ 84.4	251,584	D
Common Stock	05/03/2007	S	1,037	D	\$ 84.41	250,547	D
Common Stock	05/03/2007	S	3,900	D	\$ 84.42	246,647	D
Common Stock	05/03/2007	S	1,200	D	\$ 84.43	245,447	D
Common Stock	05/03/2007	S	2,400	D	\$ 84.44	243,047	D
Common Stock	05/03/2007	S	990	D	\$ 84.46	242,057	D
Common Stock	05/03/2007	S	500	D	\$ 84.47	241,557	D
Common Stock	05/03/2007	S	500	D	\$ 84.48	241,057	D
	05/03/2007	S	100	D		240,957	D

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Common Stock \$ 84.49

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)

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					⁽¹⁾ 04/25/2010	Common Stock 12,140
Option	\$ 37.5	05/03/2007		M	33,973	04/25/2004 04/24/2011	Common Stock 33,973
Option	\$ 37.5					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	Common Stock 81,000
Option	\$ 52.29					04/27/2008 04/26/2015	Common Stock 90,000
Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock 80,000
Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock 80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYSER RICHARD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201				Chairman and CEO

Signatures

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

05/04/2007

 **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.

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