

KEYSER RICHARD L
Form 4/A
September 01, 2009

FORM 4

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

OMB APPROVAL

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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

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)
07/28/2009

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

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/29/2009

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	07/28/2009			S	4,400 D \$ 87.22	325,484 ⁽¹⁾	D
Common Stock	07/28/2009			S	5,505 D \$ 87.23	319,979 ⁽¹⁾	D
Common Stock	07/28/2009			S	1,002 D \$ 87.24	318,977 ⁽¹⁾	D
Common Stock	07/28/2009			S	3,599 D \$ 87.25	315,378 ⁽¹⁾	D
Common Stock	07/28/2009			S	4,574 D \$ 87.26	310,804 ⁽¹⁾	D

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Common Stock	07/28/2009	S	900	D	\$ 87.27	309,904 ⁽¹⁾	D
Common Stock	07/28/2009	S	5,554	D	\$ 87.28	304,350 ⁽¹⁾	D
Common Stock	07/28/2009	S	2,755	D	\$ 87.29	301,595 ⁽¹⁾	D
Common Stock	07/28/2009	S	5,111	D	\$ 87.3	296,484 ⁽¹⁾	D
Common Stock	07/28/2009	S	1,704	D	\$ 87.31	294,780 ⁽¹⁾	D
Common Stock	07/28/2009	S	7,301	D	\$ 87.32	287,479 ⁽¹⁾	D
Common Stock	07/28/2009	S	2,846	D	\$ 87.33	284,633 ⁽¹⁾	D
Common Stock	07/28/2009	S	2,925	D	\$ 87.34	281,708 ⁽¹⁾	D
Common Stock	07/28/2009	S	3,098	D	\$ 87.35	278,610 ⁽¹⁾	D
Common Stock	07/28/2009	S	3,026	D	\$ 87.36	275,584 ⁽¹⁾	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

C. L. Kogl, as
attorney-in-fact

09/01/2009

**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) The reason for the amendment is to report correctly the number of shares of the issuer's common stock owned by the Reporting Person following each transaction on the original Form 4 filed on 7/29/2009.

Remarks:

This is the second of eight Forms 4 to report all July 28, 2009 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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