

GRAINGER W W INC
Form 4
November 05, 2012

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 *
SLAVIK JAMES D

(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)
11/01/2012

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)

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	11/01/2012		J ⁽⁶⁾		249,998	D	\$ 0 ⁽⁶⁾
Common Stock							828,194
Common Stock							68,847
Common Stock	11/01/2012		J ⁽⁶⁾		5,000	D	\$ 0 ⁽⁶⁾
Common Stock							1,039,490
Common Stock							1,635,760

See Footnote (1)

See Footnote (2)

See Footnote (3)

Common Stock						87,306	I	See Footnote (4)	
Common Stock	11/01/2012		J ⁽⁶⁾	688	D	\$ 0 (6)	0	I	See Footnote (5)
Common Stock	11/01/2012		J ⁽⁷⁾	255,686	A	\$ 0 (7)	255,686	I	See Footnote (8)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Units	(9)					(10)	(10)	Common Stock	15,319

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLAVIK JAMES D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201		X		

Signatures

Aimee M. Nolan, as attorney-in-fact
11/05/2012

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) Shares held by trusts of which Mr. Slavik is a beneficiary and trustee or co-trustee.
- (2) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (3) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares.
- (4) Shares held by trusts of which Mr. Slavik is a trustee or co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares held by Mr. Slavik's wife. Mr. Slavik disclaims beneficial ownership of such shares.
- (6) Represents shares contributed to Emerald Bay Ventures II, LLC on November 1, 2012. *See* Footnotes 7 and 8.
- (7) Represents shares contributed to Emerald Bay Ventures II, LLC ("Emerald") on November 1, 2012 in exchange for units in Emerald. Units were issued by Emerald to the former owners of such shares in proportion to the number of shares contributed by each.
- (8) Shares owned by Emerald Bay Ventures II, LLC, of which Mr. Slavik is the sole manager. Mr. Slavik disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.
- (9) 1-for-1
- (10) The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.

Remarks:

EXHIBIT LIST: Exhibit 24 - Power of Attorney

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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