

GRAINGER W W INC

Form 4

June 01, 2011

# 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

|                                                |                  |
|------------------------------------------------|------------------|
| OMB Number:                                    | 3235-0287        |
| Expires:                                       | January 31, 2005 |
| Estimated average burden hours per response... | 0.5              |

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SLAVIK JAMES D

## 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)

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

\_\_\_\_\_X\_\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
 below) below)

100 GRAINGER PARKWAY

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

LAKE FOREST, IL 60045-5201

X Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

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                    |                                      |                                                    |                                |                                                                   |                                                                                               | 1,078,192                                                | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 68,847                                                   | I                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 1,044,490                                                | I                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 1,635,760                                                | I                                                     |

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|                 |        |   |                        |
|-----------------|--------|---|------------------------|
| Common<br>Stock | 87,306 | I | See<br>Footnote<br>(4) |
| Common<br>Stock | 688    | I | See<br>Footnote<br>(5) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                    |
| Stock<br>Units                                      | (6)                                                                   | 06/01/2011                              |                                                             | A                                       | 63                                                                                                                    | (7)                                                            | (7)                | Common<br>Stock                                                     | 63                                     | \$ 15                              |
| Stock<br>Option                                     | \$ 54.61                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/24/2002                                                     | 04/23/2012         | Common<br>Stock                                                     | 1,650                                  |                                    |
| Stock<br>Option                                     | \$ 45.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 04/30/2003                                                     | 04/29/2013         | Common<br>Stock                                                     | 1,980                                  |                                    |
| Stock<br>Option                                     | \$ 54.14                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/28/2004                                                     | 04/27/2014         | Common<br>Stock                                                     | 1,670                                  |                                    |

## Reporting Owners

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

## Signatures

Aimee M. Nolan, as  
attorney-in-fact

06/01/2011

\_\_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) 1-for-1
- (7) The stock units are expected to settle in cash following termination of service as a director.

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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