

SLAVIK JAMES D

Form 5

January 12, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SLAVIK JAMES D

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
GRAINGER W W INC [GWW]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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 Reporting

(check applicable line)

LAKE FOREST, IL 60045-5201

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â	1,079,542	D	Â
Common Stock	04/30/2005	Â	J ⁽¹⁾	50,000 A \$ 0	102,180	I	See footnote ⁽²⁾
Common Stock	Â	Â	Â	Â Â Â	1,044,490	I	See footnote ⁽³⁾
Common Stock	Â	Â	Â	Â Â Â	1,635,760	I	See footnote ⁽⁴⁾
	Â	Â	Â	Â Â Â	205,879	I	

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Common Stock									See footnote ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	688	I	See footnote ⁽⁶⁾

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. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Units	Â	Â	Â	Â	Â Â	Â ⁽⁸⁾ Â ⁽⁸⁾	Common Stock	24
Stock Option	\$ 37.25	Â	Â	Â	Â Â	04/30/2000 04/29/2007	Common Stock	2,200
Stock Option	\$ 51.6875	Â	Â	Â	Â Â	04/29/2001 04/28/2008	Common Stock	1,460
Stock Option	\$ 48.625	Â	Â	Â	Â Â	04/28/1999 04/27/2009	Common Stock	1,860
Stock Option	\$ 43.5	Â	Â	Â	Â Â	04/26/2000 04/25/2010	Common Stock	2,070
Stock Option	\$ 37.5	Â	Â	Â	Â Â	04/25/2001 04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61	Â	Â	Â	Â Â	04/24/2002 04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5	Â	Â	Â	Â Â	04/30/2003 04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14	Â	Â	Â	Â Â	04/28/2004 04/27/2014	Common Stock	1,670

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

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

01/11/2006

__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) On April 30, 2005, Mr. Slavik became a co-trustee of the Elmer and Joy Slavik Living Trust One with no consideration being paid.
- (2) Shares held by trusts of which Mr. Slavik is a beneficiary and co-trustee.
- (3) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (4) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares held by trusts of which Mr. Slavik is a co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (6) Shares held by Mr. Slavik's wife. Mr. Slavik disclaims beneficial ownership of such shares.
- (7) 1-for-1
- (8) 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 provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.