

GRAINGER W W INC
Form 4
November 27, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN JAMES T

(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)
11/22/2006

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) below)

President

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	11/22/2006		M		5,000	A	\$ 43.5 89,713
Common Stock	11/22/2006		S		200	D	\$ 73.39 89,513
Common Stock	11/22/2006		S		500	D	\$ 73.4 89,013
Common Stock	11/22/2006		S		600	D	\$ 73.41 88,413
Common Stock	11/22/2006		S		200	D	\$ 73.44 88,213

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Common Stock	11/22/2006	S	200	D	\$ 73.45	88,013	D
Common Stock	11/22/2006	S	400	D	\$ 73.46	87,613	D
Common Stock	11/22/2006	S	100	D	\$ 73.47	87,513	D
Common Stock	11/22/2006	S	400	D	\$ 73.49	87,113	D
Common Stock	11/22/2006	S	100	D	\$ 73.51	87,013	D
Common Stock	11/22/2006	S	100	D	\$ 73.54	86,913	D
Common Stock	11/22/2006	S	100	D	\$ 73.55	86,813	D
Common Stock	11/22/2006	S	200	D	\$ 73.56	86,613	D
Common Stock	11/22/2006	S	400	D	\$ 73.57	86,213	D
Common Stock	11/22/2006	S	200	D	\$ 73.58	86,013	D
Common Stock	11/22/2006	S	100	D	\$ 73.59	85,913	D
Common Stock	11/22/2006	S	200	D	\$ 73.6	85,713	D
Common Stock	11/22/2006	S	100	D	\$ 73.61	85,613	D
Common Stock	11/22/2006	S	300	D	\$ 73.64	85,313	D
Common Stock	11/22/2006	S	200	D	\$ 73.7	85,113	D
Common Stock	11/22/2006	S	100	D	\$ 73.71	85,013	D
Common Stock	11/22/2006	S	200	D	\$ 73.72	84,813	D
Common Stock	11/22/2006	S	100	D	\$ 73.74	84,713	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Option	\$ 51.6875					04/29/2001	04/28/2008	Common Stock		7,180
Option	\$ 48.625					04/28/2002	04/27/2009	Common Stock		8,790
Option	\$ 43.5	11/22/2006		M	5,000	<u>(1)</u>	04/25/2010	Common Stock		5,000
Option	\$ 37.5					04/25/2007	04/24/2011	Common Stock		50,000
Option	\$ 54.61					04/24/2005	04/23/2012	Common Stock		30,000
Option	\$ 45.5					04/30/2006	04/29/2013	Common Stock		30,000
Option	\$ 54.14					04/28/2007	04/27/2014	Common Stock		20,000
Option	\$ 52.29					04/27/2008	04/26/2015	Common Stock		27,000
Option	\$ 76.61					04/26/2009	04/25/2016	Common Stock		25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			President	

Signatures

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

11/27/2006

__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) Exercisable in four equal annual installments beginning 4/26/2001.

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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