## Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER Form 4												
March 03, 20									OMB A	PPROVAL		
FORM	UNITEL	) STATES		ITIES A hington,			GE (	COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or		SECUR	ITIES			NERSHIP OF	Expires:January 3 200Estimated averageburden hours per response0					
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17	(a) of the		ility Hold	ing Com	pany A	Act of	e Act of 1934, f 1935 or Sectio 40	'n			
(Print or Type R	esponses)											
1. Name and Ac ANDERSON	Symbol	Name and		-		5. Relationship of Reporting Person(s) to Issuer						
(Last)	GRAINGER W W INC [GWW] 3. Date of Earliest Transaction					(Check all applicable)						
(Last) (First) (Middle) 100 GRAINGER PARKWAY (Street)			(Month/Da	-				X_ Director 10% Owner Officer (give title Other (specify below) below)				
				ndment, Dat th/Day/Year)	-			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
LAKE FORE	EST, IL 60045-	5201						Form filed by M Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securitie	es Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A)	)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Code V	Amount	or (D) I	Price	(Instr. 3 and 4) 4,340	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: GRAINGER W W INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	ction 3) 1 2 ( 1 ( (	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	03/01/2014	А		48		(2)	(2)	Common Stock	48	\$ 255.02

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	Other					
ANDERSON BRIAN P 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х								
Signatures									
David L. Rawlinson, as attorney-in-fact		03/03/201	4						
<b>**</b> Signature of Reporting Person		Date							
Explanation of Dea	nono	~~.							

## **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) 1-for-1
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.