SLAVIK JAMES D
Form 4
June 04, 2018

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	
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(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
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2018	(Check all applicable) __X__ Director 　　 _____ 10% Owner _____ Officer (give title 　 _____ Other (specify below) 　　 below)
100 GRAINGER PARKWAY		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
LAKE FOREST, IL 60045		
(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								828,194	D	
Common Stock								68,847	I	See Footnote (1)
Common Stock								1,039,490	I	See Footnote (2)
Common Stock								1,635,760	I	See Footnote (3)

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| Common Stock | | | | | | | 87,306 | I | See Footnote (4) |
| Common Stock | | | | | | | 255,686 | I | See Footnote (5) |

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	(6)	06/01/2018		A		93		(7)	(7)	Common Stock	93	$ 308.99

Reporting Owners

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

Signatures

Hugo Dubovoy, Jr., as attorney-in-fact	06/04/2018
**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 except to the extent of his pecuniary interest.

(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 owned by Emerald Bay Ventures II, LLC of which Mr. Slavik is a member and the sole manager. Mr. Slavik disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.

(6)   1-for-1

(7)   The stock units are expected to settle in shares of common stock on a one-for-one basis following end 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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