

Macpherson Donald G
Form 4
December 14, 2012

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 *
Macpherson Donald G

(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)

12/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP, Global Supply Chain

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	12/13/2012		M ⁽¹⁾	3,000 A	\$ 81.49 29,016	D	
Common Stock	12/13/2012		S ⁽¹⁾	200 D	\$ 191.01 28,816	D	
Common Stock	12/13/2012		S ⁽¹⁾	100 D	\$ 191.02 28,716	D	
Common Stock	12/13/2012		S ⁽¹⁾	200 D	\$ 191.3 28,516	D	
Common Stock	12/13/2012		S ⁽¹⁾	100 D	\$ 191.49 28,416	D	

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Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.51	28,316	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.54	28,216	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.55	28,116	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.56	28,016	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.58	27,916	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.61	27,816	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.62	27,716	D
Common Stock	12/13/2012	<u>S</u> (1)	100	D	\$ 191.64	27,616	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 81.49	12/13/2012		M ⁽¹⁾		3,000		04/29/2012	04/28/2019	Common Stock	3,000
Option	\$ 108.15							04/28/2013	04/27/2020	Common Stock	29,000
Option	\$ 149.02							04/27/2014	04/26/2021	Common Stock	24,876
Option	\$ 204.01							04/25/2015	04/24/2022	Common Stock	16,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP, Global Supply Chain	

Signatures

Aimee M. Nolan, as
attorney-in-fact
12/14/2012

__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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the first of two Forms 4 to report all December 13, 2012 transactions for the reporting person.
Exhibit List - Exhibit 24 - Power of Attorney

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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