### GRAINGER W W INC

Form 4 May 15, 2008

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287 January 31, 2005

Estimated average

Expires:

**OMB APPROVAL** 

burden hours per 0.5 response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEYSER RICHARD L		ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol GRAINGER W W INC [GWW]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 GRAINGER PARKWAY		WAY	05/14/2008	X Officer (give title Other (specification) below)		
				Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LAKE FOREST, IL 60045-5201				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/14/2008		S	2,000	D	\$ 90.355	249,665	D	
Common Stock	05/14/2008		S	1,100	D	\$ 90.36	248,565	D	
Common Stock	05/14/2008		S	2,000	D	\$ 90.365	246,565	D	
Common Stock	05/14/2008		S	3,200	D	\$ 90.37	243,365	D	
Common Stock	05/14/2008		S	3,000	D	\$ 90.375	240,365	D	

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Common Stock	05/14/2008	S	1,500	D	\$ 90.38	238,865	D
Common Stock	05/14/2008	S	800	D	\$ 90.4	238,065	D
Common Stock	05/14/2008	S	3,100	D	\$ 90.41	234,965	D
Common Stock	05/14/2008	S	6,400	D	\$ 90.42	228,565	D
Common Stock	05/14/2008	S	4,800	D	\$ 90.43	223,765	D
Common Stock	05/14/2008	S	500	D	\$ 90.44	223,265	D
Common Stock	05/14/2008	S	100	D	\$ 90.445	223,165	D
Common Stock	05/14/2008	S	300	D	\$ 90.45	222,865	D
Common Stock	05/14/2008	S	100	D	\$ 90.4525	222,765	D
Common Stock	05/14/2008	S	100	D	\$ 90.455	222,665	D
Common Stock	05/14/2008	S	100	D	\$ 90.4575	222,565	D
Common Stock	05/14/2008	S	200	D	\$ 90.47	222,365	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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Deriva	tive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Securit	y or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. :	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve ·	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	s	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				·
					4, and 5)				
				G 1 W	(A) (D)		m: 1		
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

or Number of Shares

Amount

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEYSER RICHARD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Chairman and CEO

# **Signatures**

J. L. Howard, as attorney-in-fact 05/15/2008

\*\*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).

#### **Remarks:**

This is the second of two Forms 4 to report all May 14, 2008 transactions for the reporting person.

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.

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