GRAINGER W W INC
Form SC 13G/A
February 08, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

W.W. GRAINGER, INC.

(Name of Issuer)

Common Stock (par value $.50 per share)

(Title of Class of Securities)

384802–10–4

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨Rule 13d-1(b)
¨Rule 13d-1(c)
þRule 13d-1(d)

CUSIP No. 384802–10–4

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Susan Slavik Williams	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) ¨ (b) þ
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	

Number of Shares Beneficially Owned by Each	5.	Sole Voting Power 3,164,341
	6.	Shared Voting Power 8,342
	7.	Sole Dispositive Power 3,164,341

Reporting 8. Shared Dispositive Power

Person With 1,644,102

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

4,808,443

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) þ

10.

783,743

Excluded shares are held in trusts over which Ms. Williams has no dispositive or voting power.

Percent of Class Represented by Amount in Row (9)

11. 8.5% (Calculation is based on the number of shares shown to be outstanding as of September 30, 2018 on the Issuer's report on Form 10-Q filed on November 1, 2018.)

Type of Reporting Person (See Instructions)

12.

IN

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Item 1.

(a) Name of Issuer

W.W. GRAINGER, INC.

(b) Address of Issuer's Principal Executive Offices

100 Grainger Parkway
Lake Forest, Illinois 60045

Item 2.

(a) Name of Person Filing

Susan Slavik Williams

(b) Address of Principal Business Office or, if none, Residence

4450 MacArthur Blvd., Second Floor

Newport Beach, California 92660

(c) Citizenship

USA

(d) Title of Class of Securities

Common Stock (par value $.50 per share)

(e) CUSIP Number

384802–10–4

Item 3. **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) ¨ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) ¨ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) ¨ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d) ¨ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
(e) ¨ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) ¨ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) ¨ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) ¨ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ¨Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

4,808,443

(b) Percent of class:

8.5% (Calculation is based on the number of shares shown to be outstanding as of September 30, 2018 on the Issuer's report on Form 10-Q filed on November 1, 2018.)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

3,164,341

(ii) Shared power to vote or to direct the vote

8,342

(iii) Sole power to dispose or to direct the disposition of

3,164,341

(iv) Shared power to dispose or to direct the disposition of

1,644,102

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following __.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/5/2019
Date

/s/Susan Slavik Williams
Signature

Susan Slavik Williams
Name

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