

GRAINGER W W INC
Form 4
May 08, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN JAMES T

(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)
05/07/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 or Price		
Common Stock	05/07/2007		M		50,000 A \$ 37.5	152,713	D
Common Stock	05/07/2007		M		20,000 A \$ 54.61	172,713	D
Common Stock	05/07/2007		S		400 D \$ 83.24	172,313	D
Common Stock	05/07/2007		S		400 D \$ 83.25	171,913	D
Common Stock	05/07/2007		S		500 D \$ 83.26	171,413	D

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Common Stock	05/07/2007	S	379	D	\$ 83.27	171,034	D
Common Stock	05/07/2007	S	1,200	D	\$ 83.28	169,834	D
Common Stock	05/07/2007	S	1,000	D	\$ 83.29	168,834	D
Common Stock	05/07/2007	S	1,600	D	\$ 83.3	167,234	D
Common Stock	05/07/2007	S	5,500	D	\$ 83.31	161,734	D
Common Stock	05/07/2007	S	576	D	\$ 83.32	161,158	D
Common Stock	05/07/2007	S	1,100	D	\$ 83.33	160,058	D
Common Stock	05/07/2007	S	300	D	\$ 83.34	159,758	D
Common Stock	05/07/2007	S	1,300	D	\$ 83.35	158,458	D
Common Stock	05/07/2007	S	1,600	D	\$ 83.36	156,858	D
Common Stock	05/07/2007	S	1,100	D	\$ 83.37	155,758	D
Common Stock	05/07/2007	S	1,787	D	\$ 83.38	153,971	D
Common Stock	05/07/2007	S	500	D	\$ 83.39	153,471	D
Common Stock	05/07/2007	S	300	D	\$ 83.4	153,171	D
Common Stock	05/07/2007	S	500	D	\$ 83.41	152,671	D
Common Stock	05/07/2007	S	500	D	\$ 83.42	152,171	D
Common Stock	05/07/2007	S	100	D	\$ 83.43	152,071	D
Common Stock	05/07/2007	S	25	D	\$ 83.44	152,046	D
Common Stock	05/07/2007	S	100	D	\$ 83.45	151,946	D
Common Stock	05/07/2007	S	700	D	\$ 83.46	151,246	D
	05/07/2007	S	500	D	\$ 83.47	150,746	D

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Common Stock							
Common Stock	05/07/2007		S	200	D	\$ 83.475	150,546 D
Common Stock	05/07/2007		S	200	D	\$ 83.48	150,346 D
Common Stock	05/07/2007		S	1,300	D	\$ 83.49	149,046 D
Common Stock	05/07/2007		S	1,500	D	\$ 83.5	147,546 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 37.5	05/07/2007		M	50,000	04/25/2007 04/24/2011	Common Stock 50,000
Option	\$ 54.61	05/07/2007		M	20,000	04/24/2005 04/23/2012	Common Stock 20,000
Option	\$ 45.5					04/30/2006 04/29/2013	Common Stock 30,000
Option	\$ 54.14					04/28/2007 04/27/2014	Common Stock 20,000
Option	\$ 52.29					04/27/2008 04/26/2015	Common Stock 27,000
Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock 25,000
Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X		President and COO	

Signatures

L. M. Trusdell, as attorney-in-fact
05/08/2007

__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 first of four Forms 4 to report all of the May 7, 2007 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.