

GRAINGER W W INC
Form 4
May 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEYSER RICHARD L

(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)
05/15/2008

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)
Chairman and CEO

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			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)
Common Stock	05/15/2008		M		27,860	A	\$ 43.5	250,225	D	
Common Stock	05/15/2008		M		12,140	A	\$ 43.5	262,365	D	
Common Stock	05/15/2008		S		100	D	\$ 89.5	262,265	D	
Common Stock	05/15/2008		S		100	D	\$ 89.505	262,165	D	
Common Stock	05/15/2008		S		100	D	\$ 89.51	262,065	D	

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock	05/15/2008	S	200	D	\$ 89.54	261,865	D
Common Stock	05/15/2008	S	845	D	\$ 89.55	261,020	D
Common Stock	05/15/2008	S	400	D	\$ 89.555	260,620	D
Common Stock	05/15/2008	S	300	D	\$ 89.5575	260,320	D
Common Stock	05/15/2008	S	3,100	D	\$ 89.56	257,220	D
Common Stock	05/15/2008	S	300	D	\$ 89.565	256,920	D
Common Stock	05/15/2008	S	100	D	\$ 89.5675	256,820	D
Common Stock	05/15/2008	S	600	D	\$ 89.57	256,220	D
Common Stock	05/15/2008	S	100	D	\$ 89.575	256,120	D
Common Stock	05/15/2008	S	1,100	D	\$ 89.58	255,020	D
Common Stock	05/15/2008	S	100	D	\$ 89.59	254,920	D
Common Stock	05/15/2008	S	800	D	\$ 89.6	254,120	D
Common Stock	05/15/2008	S	300	D	\$ 89.62	253,820	D
Common Stock	05/15/2008	S	200	D	\$ 89.63	253,620	D
Common Stock	05/15/2008	S	300	D	\$ 89.6325	253,320	D
Common Stock	05/15/2008	S	400	D	\$ 89.64	252,920	D
Common Stock	05/15/2008	S	400	D	\$ 89.645	252,520	D
Common Stock	05/15/2008	S	960	D	\$ 89.65	251,560	D
Common Stock	05/15/2008	S	200	D	\$ 89.6525	251,360	D
Common Stock	05/15/2008	S	100	D	\$ 89.655	251,260	D
	05/15/2008	S	200	D	\$ 89.66	251,060	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock							
Common Stock	05/15/2008	S	100	D	\$ 89.6625	250,960	D
Common Stock	05/15/2008	S	1,000	D	\$ 89.67	249,960	D
Common Stock	05/15/2008	S	100	D	\$ 89.675	249,860	D
Common Stock	05/15/2008	S	200	D	\$ 89.68	249,660	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 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	\$ 43.5	05/15/2008		M	27,860	04/26/2003 04/25/2010	Common Stock 27,860
Option	\$ 43.5	05/15/2008		M	12,140	(1) 04/25/2010	Common Stock 12,140
Option	\$ 54.61					04/24/2005 04/23/2012	Common Stock 175,000
Option	\$ 45.5					04/30/2006 04/29/2013	Common Stock 174,000
Option	\$ 54.14					04/28/2007 04/27/2014	Common Stock 81,000
Option	\$ 52.29					04/27/2008 04/26/2015	Common Stock 90,000
Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock 80,000
Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock 80,000

