GRAINGER W W INC

Form 4 June 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **NOVICH NEIL S**

(First)

(Street)

(State)

100 GRAINGER PARKWAY

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/01/2014

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

LAKE FOREST, IL 60045-5201

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

4,605 D

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security		3. Transaction Date (Month/Day/Year)		4. Transac Code	5. actionNumber of		ber	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Derive Secur Acqui (A) or Dispo of (D) (Instr. 4, and	rities ired rosed)					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	06/01/2014		A		84		(2)	(2)	Common Stock	84	\$ 258.37

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NOVICH NEIL S
100 GRAINGER PARKWAY X

LAKE FOREST, IL 60045-5201

Signatures

David L. Rawlinson, as attorney-in-fact

06/02/2014

**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)** 1-for-1
- (2) The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.

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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