

Macpherson Donald G  
Form 4  
December 01, 2017

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Macpherson Donald G

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GRAINGER W W INC [GWW]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/29/2017

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 (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)
Common Stock	11/29/2017		M <sup>(1)</sup>	26,000	A \$ 108.15	53,447	D
Common Stock	11/29/2017		S <sup>(1)</sup>	4,350	D \$ 211.5926	49,097	D
Common Stock	11/29/2017		S <sup>(1)</sup>	10,891	D \$ 212.2072	38,206	D
Common Stock	11/29/2017		S <sup>(1)</sup>	4,937	D \$ 213.1193	33,269	D

# Edgar Filing: Macpherson Donald G - Form 4

Common Stock	11/29/2017	S <sup>(1)</sup>	2,658	D	\$ 213.8844 (5)	30,611	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
Stock Option	\$ 108.15	11/29/2017		M <sup>(1)</sup>		26,000		04/28/2013	04/27/2020	Common Stock	26,000
Stock Option	\$ 149.02							04/27/2014	04/26/2021	Common Stock	24,876
Stock Option	\$ 204.01							04/25/2015	04/24/2022	Common Stock	16,923
Stock Option	\$ 245.86							04/24/2016	04/23/2023	Common Stock	15,741
Stock Option	\$ 248.22							04/30/2017	04/29/2024	Common Stock	12,266
Stock Option	\$ 231.88							04/01/2018	03/31/2025	Common Stock	14,380
Stock Option	\$ 234.38							04/01/2019	03/31/2026	Common Stock	23,827
Stock Option	\$ 231.2							04/03/2020	04/02/2027	Common Stock	36,415

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Macpherson Donald G  
100 GRAINGER PARKWAY      X      Chairman and CEO  
LAKE FOREST, IL 60045

## Signatures

Hugo Dubovoy, Jr., as  
attorney-in-fact      12/01/2017

\_\_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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$210.73 to \$211.65, inclusive. The reporting person undertakes to provide W.W. Grainger, Inc., any security holder of W.W. Grainger, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$211.77 to \$212.43, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$212.78 to \$213.65, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$213.78 to \$214.17, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$213.78 to \$214.17, inclusive.

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.