

GRAINGER W W INC
Form 8-K
July 16, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) July 16, 2004

W.W. Grainger, Inc.

(Exact Name of Registrant as Specified in its Charter)

Illinois

(State or Other Jurisdiction of Incorporation)

1-5684

(Commission File Number)

36-1150280

(I.R.S. Employer Identification No.)

100 Grainger Parkway, Lake Forest, Illinois

(Address of Principal Executive Offices)

60045-5201

(Zip Code)

(847) 535-1000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements and Exhibits

(c) Exhibits (numbered in accordance with Item 601 of regulation S-K).

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<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release announcing financial results for the quarter ended June 30, 2004
99.2	Supplemental financial information for the quarter ended June 30, 2004

Item 12. Results of Operations and Financial Condition

On July 16, 2004 the registrant issued a press release announcing financial results for the quarter ended June 30, 2004. A copy is provided as Exhibit 99.1 to this report.

On July 16, 2004 the registrant issued to interested parties supplemental financial information for the quarter ended June 30, 2004. A copy is provided as Exhibit 99.2 to this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 16, 2004

W.W. GRAINGER, INC.

By: /s/ P. O. Loux

P. O. Loux
Senior Vice President, Finance
and Chief Financial Officer