

GRAINGER W W INC

Form 4/A

November 27, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAINGER DAVID W

(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)
11/21/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/22/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	11/21/2006		S	11,105 D \$ 73.12	760,066 ⁽²⁾	I	See Footnote (1)
Common Stock	11/21/2006		S	2,660 D \$ 73.13	757,406 ⁽²⁾	I	See Footnote (1)
Common Stock	11/21/2006		S	5,900 D \$ 73.14	751,506 ⁽²⁾	I	See Footnote (1)
Common Stock	11/21/2006		S	900 D \$ 73.15	750,606 ⁽²⁾	I	See Footnote (1)

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Common Stock	11/21/2006	S	50	D	\$ 73.16	750,556 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	9,412	D	\$ 73.19	741,144 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	1,050	D	\$ 73.2	740,094 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	750	D	\$ 73.21	739,344 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	950	D	\$ 73.22	738,394 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	400	D	\$ 73.23	737,994 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	550	D	\$ 73.24	737,444 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	1,500	D	\$ 73.25	735,944 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	1,100	D	\$ 73.26	734,844 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	1,400	D	\$ 73.27	733,444 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	400	D	\$ 73.28	733,044 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	11/21/2006	S	200	D	\$ 73.29	732,844 ⁽²⁾	I	See Footnote <u>(1)</u>

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

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(9-02)

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAINGER DAVID W 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X

Signatures

L. M. Trusdell, as
attorney-in-fact
11/27/2006

__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) Shares held by trusts, of which Mr. Grainger is a trustee or co-trustee, FBO Mr. Grainger's wife. Mr. Grainger disclaims beneficial ownership as to such shares.
- (2) The purpose of the amendment is to report correctly the number of shares of the issuer's common stock owned by the reporting person following the transactions on the original Form 4.

Remarks:

This Form 4 is the second of three Forms 4 to report all November 21, 2006 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.