

GRAINGER W W INC
Form 4
May 04, 2007

FORM 4

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

OMB APPROVAL

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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 *
LOUX P OGDEN

(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)
05/03/2007

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)
Sr. VP, Finance and CFO

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/03/2007 | | S | | 1,700 | D | \$ 84.6 | 58,754 | D |
| Common Stock | 05/03/2007 | | S | | 200 | D | \$ 84.61 | 58,554 | D |
| Common Stock | 05/03/2007 | | S | | 600 | D | \$ 84.62 | 57,954 | D |
| Common Stock | 05/03/2007 | | S | | 1,100 | D | \$ 84.63 | 56,854 | D |
| Common Stock | 05/03/2007 | | S | | 900 | D | \$ 84.64 | 55,954 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|--------|---|------------------|
| Common Stock | 05/03/2007 | | S | 800 | D | \$ 84.65 | 55,154 | D | |
| Common Stock | 05/03/2007 | | S | 300 | D | \$ 84.66 | 54,854 | D | |
| Common Stock | 05/03/2007 | | S | 1,600 | D | \$ 84.67 | 53,254 | D | |
| Common Stock | 05/03/2007 | | S | 700 | D | \$ 84.68 | 52,554 | D | |
| Common Stock | 05/03/2007 | | S | 1,200 | D | \$ 84.69 | 51,354 | D | |
| Common Stock | 05/03/2007 | | S | 600 | D | \$ 84.7 | 50,754 | D | |
| Common Stock | 05/03/2007 | | S | 2,050 | D | \$ 84.71 | 48,704 | D | |
| Common Stock | 05/03/2007 | | S | 1,100 | D | \$ 84.715 | 47,604 | D | |
| Common Stock | 05/03/2007 | | S | 2,300 | D | \$ 84.72 | 45,304 | D | |
| Common Stock | 05/03/2007 | | S | 1,100 | D | \$ 84.73 | 44,204 | D | |
| Common Stock | 05/03/2007 | | S | 300 | D | \$ 84.74 | 43,904 | D | |
| Common Stock | 05/03/2007 | | S | 600 | D | \$ 84.75 | 43,304 | D | |
| Common Stock | 05/03/2007 | | S | 500 | D | \$ 84.76 | 42,804 | D | |
| Common Stock | 05/03/2007 | | S | 100 | D | \$ 84.78 | 42,704 | D | |
| Common Stock | | | | | | | 400 | I | See Footnote (1) |

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.

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- ficial Own- er Follo- wing Repo- sition Trans- action (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 |
| LOUX P OGDEN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201 | | | Sr. VP, Finance and CFO | |

Signatures

L. M. Trusdell, as attorney-in-fact
05/04/2007
**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 reporting person's wife. The reporting person disclaims beneficial ownership of these shares.

Remarks:

This Form 4 is the second of two Forms 4 to report all May 3, 2007 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.