

GRAINGER W W INC  
Form 4  
October 21, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
NOVICH NEIL S

(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)  
10/20/2009

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)

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)
				(A) or (D)	Price		
Common Stock	10/20/2009		M	2,400	A \$ 37.5	7,740	D
Common Stock	10/20/2009		M	1,650	A \$ 54.61	9,390	D
Common Stock	10/20/2009		S	100	D \$ 95.47	9,290	D
Common Stock	10/20/2009		S	100	D \$ 95.48	9,190	D
Common Stock	10/20/2009		S	600	D \$ 95.49	8,590	D
	10/20/2009		S	1,200	D \$ 95.5	7,390	D

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Common Stock							
Common Stock	10/20/2009	S	200	D	\$ 95.51	7,190	D
Common Stock	10/20/2009	S	900	D	\$ 95.52	6,290	D
Common Stock	10/20/2009	S	200	D	\$ 95.53	6,090	D
Common Stock	10/20/2009	S	250	D	\$ 95.54	5,840	D
Common Stock	10/20/2009	S	200	D	\$ 95.55	5,640	D
Common Stock	10/20/2009	S	200	D	\$ 95.57	5,440	D
Common Stock	10/20/2009	S	100	D	\$ 95.59	5,340	D

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)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	(1)					(2)	(2)	Common Stock	12,624
Stock Option	\$ 37.5	10/20/2009		M	2,400	04/25/2001	04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61	10/20/2009		M	1,650	04/24/2002	04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5					04/30/2003	04/29/2013	Common Stock	1,980

Stock Option \$ 54.14

04/28/2004 04/27/2014 Common Stock 1,670

## Reporting Owners

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

## Signatures

C. L. Kogl, as attorney-in-fact	10/21/2009
**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 cash 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.