

GRAINGER W W INC

Form 3/A

January 03, 2007

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â CHEN YC

(Last)

(First)

(Middle)

100 GRAINGER PARKWAY

(Street)

LAKE

FOREST,Â ILÂ 60045-5201

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/01/2007

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

GRAINGER W W INC [GWW]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

Group President

5. If Amendment, Date Original  
Filed(Month/Day/Year)

01/03/2007

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

34,350

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Option	04/28/2002	04/27/2009	Common Stock	5,750	\$ 48.625	D	Â
Option	03/01/2003	02/28/2010	Common Stock	1,950	\$ 42.8125	D	Â
Option	04/26/2003	04/25/2010	Common Stock	7,100	\$ 43.5	D	Â
Option	Â <sup>(1)</sup>	04/25/2010	Common Stock	1,070	\$ 43.5	D	Â
Option	04/25/2007	04/24/2011	Common Stock	710	\$ 37.5	D	Â
Option	04/25/2004	04/24/2011	Common Stock	10,000	\$ 37.5	D	Â
Option	04/24/2005	04/23/2012	Common Stock	10,000	\$ 54.61	D	Â
Option	04/30/2006	04/29/2013	Common Stock	20,000	\$ 45.5	D	Â
Option	04/28/2007	04/27/2014	Common Stock	13,100	\$ 54.14	D	Â
Option	04/27/2008	04/26/2015	Common Stock	13,100	\$ 52.29	D	Â
Option	04/26/2009	04/25/2016	Common Stock	8,000	\$ 76.61	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN YC 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Â	Â	Â Group President	Â

## Signatures

L. M. Trusdell, as  
attorney-in-fact

01/03/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Exercisable in four equal annual installments beginning 4/26/2001.

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**Remarks:**

The^ sole^ reason^ for^ the^ amendment^ is^ that^ the^ Power^ of^ Attorney^ was^ not^ attached^ to^ the^ original^

Exhibit^ List:^ Exhibit^ 24^ -^ Power^ of^ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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