Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER Form 4	W W INC									
April 27, 200								OMB A	PPROVAL	
FORM	UNTE	D STATES		ITIES AN hington, 1			COMMISSION		3235-0287	
Wushington, D.C. 20049Check this boxif no longer subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.Form 4 or Form 5 obligations may continue.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 							Expires: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> NOVICH NEIL S			2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 100 GRAINGER PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 04/25/2007			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)				•.•	Person			
	. ,	-					quired, Disposed o		-	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities actionAcquired (A) or Disposed of (D) . 8) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4) 5,340	D		

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

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 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. Transactio Code (Instr. 8)	5. Number of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Da (Month/Day/Y	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	04/25/2007		А	1,573	(2)	(2)	Common Stock	1,573	
Stock Option	\$ 43.5					04/26/2000	04/25/2010	Common Stock	2,070	
Stock Option	\$ 37.5					04/25/2001	04/24/2011	Common Stock	2,400	
Stock Option	\$ 54.61					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					
r o	Director	10% Owner	Officer	Other		
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х					

Signatures

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

04/27/2007

<u>**</u>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.

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