

JADIN RONALD L
Form 5
January 09, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JADIN RONALD L

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

100 GRAINGER PARKWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & CFO

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE FOREST, IL 60045

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/21/2011	Â	G	1,025	A	\$ 0 (1)	17,901	D	Â
Common Stock	12/21/2011	Â	G	1,025	D	\$ 0 (1)	0	I	By wife. (3)
Common Stock	12/30/2011	Â	G	4,401	D	\$ 0 (2)	13,500	D	Â
Common Stock	12/30/2011	Â	G	4,401	A	\$ 0 (2)	4,401	I	By wife. (3)

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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
Option	\$ 54.14	Â	Â	Â	Â Â	04/28/2007 04/27/2014	Common Stock	3,900
Option	\$ 52.29	Â	Â	Â	Â Â	04/27/2008 04/26/2015	Common Stock	5,000
Option	\$ 76.61	Â	Â	Â	Â Â	04/26/2009 04/25/2016	Common Stock	3,500
Option	\$ 83.08	Â	Â	Â	Â Â	04/25/2010 04/24/2017	Common Stock	3,200
Option	\$ 85.82	Â	Â	Â	Â Â	04/30/2011 04/29/2018	Common Stock	13,500
Option	\$ 81.49	Â	Â	Â	Â Â	04/29/2012 04/28/2019	Common Stock	30,000
Option	\$ 108.15	Â	Â	Â	Â Â	04/28/2013 04/27/2020	Common Stock	29,000
Option	\$ 149.02	Â	Â	Â	Â Â	04/27/2014 04/26/2021	Common Stock	25,336

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Â	Â	Â Sr. VP & CFO	Â

Signatures

David L. Rawlinson, as
attorney-in-fact

01/09/2013

__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) On December 21, 2011, Mr. Jadin acquired 1,025 shares through a gift from his wife.
- (2) On December 30, 2011, Mr. Jadin disposed of 4,401 shares through a gift to his wife.
- (3) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.