Edgar Filing: GRAINGER W W INC - Form 4

GRAINGE Form 4 April 18, 20	R W W INC											
										OMB AF	PROVAL	
FORM	4 UNITED	STATES				AND EX , D.C. 2			OMMISSION	OMB Number:	3235-0287	
Check t				U		·				Expires:	January 31,	
if no lor subject Section Form 4	F CHAI	ANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					ERSHIP OF	Expired: 200 Estimated average burden hours per response 0				
Form 5 obligati- may con <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the l	Public U	Jtility H	Iol	lding Co	mpai	-	Act of 1934, 1935 or Section)			
(Print or Type	Responses)											
1. Name and HIGH JOS	Address of Reporting EPH C	Person [*]	Symbol			d Ticker o W INC			5. Relationship of I Issuer			
(Last)	(First) (Middle)				ransactior	-	1	(Check	all applicable)	
				h/Day/Year)Director 5/2016Officer (giv below)					X Officer (give t below)	te title 10% Owner Other (specify below) Chief People Officer		
	(Street)		4. If Am Filed(Mo			ate Origin	al		6. Individual or Joi Applicable Line) _X_Form filed by Oi	ne Reporting Per	rson	
LAKE FO	REST, IL 60045							:	Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	ole I - No	on-]	Derivativ	e Secu	ırities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	asaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					x 7		or	р.	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	04/15/2016			S <u>(1)</u>	v	Amount 45	(D) D	Price \$ 235.01	11,411	D		
Common Stock	04/15/2016			S <u>(1)</u>		100	D	\$ 235.06	11,311	D		
Common Stock	04/15/2016			S <u>(1)</u>		100	D	\$ 235.0939	11,211	D		
Common Stock	04/15/2016			S <u>(1)</u>		100	D	\$ 235.13	11,111	D		
Common	04/15/2016			S <u>(1)</u>		100	D	\$ 235.15	11,011	D		

Stock

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Common Stock	04/15/2016	S <u>(1)</u>	250	D	\$ 235.18	10,761	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.2197	10,661	D
Common Stock	04/15/2016	S <u>(1)</u>	400	D	\$ 235.31	10,261	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.3688	10,161	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.4	10,061	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.4144	9,961	D
Common Stock	04/15/2016	S <u>(1)</u>	26	D	\$ 235.42	9,935	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.43	9,835	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.44	9,735	D
Common Stock	04/15/2016	S <u>(1)</u>	200	D	\$ 235.48	9,535	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.4805	9,435	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.63	9,335	D
Common Stock	04/15/2016	S <u>(1)</u>	100	D	\$ 235.67	9,235	D

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	5	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

							Amount
				Date	Expiration		or
				Exercisable	Expiration Date	Title	Number
				Exercisable	Date		of
Code	V	(A)	(D)				Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HIGH JOSEPH C 100 GRAINGER PARKWAY LAKE FOREST, IL 60045			Sr. VP & Chief People Officer				
Signatures							
Noni Ellison Southall, as attorney-in-fact		04/18/2016					

**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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the second of two Forms 4 to report all April 15, 2016 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.