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GRAINGER W	W INC										
Form 4 April 04, 2017											
•	1								OMB A	PPROVAL	
FORM 4	UNITED	STATES		ITIES Al hington, 1			IGE (COMMISSION	OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16.	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per					
Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Section 17((a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	•	
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> Macpherson Donald G			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)	3. Date of Earliest Transaction					X Director			
100 GRAINGER PARKWAY			(Month/Day/Year) 04/03/2017					X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
				. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LAKE FOREST	F, IL 60045								More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Ac	quired, Disposed of	f, or Beneficial	lly Owned	
	Transaction Da Ionth/Day/Year) Execution any			Disposed (Instr. 3,	(A) or of (D) 4 and 5 (A) or) 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)		
Common Stock				Code V	Amount	(D)	Price	27,447	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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 2. 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** (Instr. 3 and 4) Security or Exercise any Code Securities (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) (Instr. 3) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration Date or Title Exercisable Date Number (D) Code V (A) of Shares Stock Common \$108.15 04/28/2013 04/27/2020 26,000 Option Stock Common Stock 04/27/2014 04/26/2021 \$ 149.02 24,876 Option Stock Stock Common 04/25/2015 04/24/2022 \$ 204.01 16,923 Option Stock Stock Common \$245.86 04/24/2016 04/23/2023 15,741 Option Stock Stock Common 04/30/2017 04/29/2024 \$248.22 12,266 Option Stock Stock Common 04/01/2018 03/31/2025 \$ 231.88 14,380 Stock Option Stock Common \$ 234.38 04/01/2019 03/31/2026 23,827 Stock Option Stock Common 36,415 04/03/2020 04/02/2027 \$231.2 04/03/2017 Α 36,415 Option Stock

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Х		Chief Executive Officer				
Signatures							
Hugo Dubovoy, Jr., as attorney-in-fact	04/04/2017						
<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). 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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