

GRAINGER DAVID W
Form 4
December 13, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAINGER DAVID W

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2005

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

LAKE FOREST, IL 60045-5201
(City) (State) (Zip)

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

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 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/12/2005 | | S | 900 | D \$ 70.68 | 6,814,455 | D |
| Common Stock | 12/12/2005 | | S | 900 | D \$ 70.69 | 6,813,555 | D |
| Common Stock | 12/12/2005 | | S | 600 | D \$ 70.7 | 6,812,955 | D |
| Common Stock | 12/12/2005 | | S | 500 | D \$ 70.71 | 6,812,455 | D |
| Common Stock | 12/12/2005 | | S | 100 | D \$ 70.72 | 6,812,355 | D |
| | 12/12/2005 | | S | 300 | D | 6,812,055 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|----------|----------|-----------|---|------------------|
| Common Stock | | | | | \$ 70.73 | | | | |
| Common Stock | 12/12/2005 | | S | 200 | D | \$ 70.74 | 6,811,855 | D | |
| Common Stock | 12/12/2005 | | S | 601 | D | \$ 70.75 | 6,811,254 | D | |
| Common Stock | 12/12/2005 | | S | 200 | D | \$ 70.77 | 6,811,054 | D | |
| Common Stock | 12/12/2005 | | S | 100 | D | \$ 70.78 | 6,810,954 | D | |
| Common Stock | 12/12/2005 | | S | 400 | D | \$ 70.79 | 6,810,554 | D | |
| Common Stock | 12/12/2005 | | S | 200 | D | \$ 70.8 | 6,810,354 | D | |
| Common Stock | 12/12/2005 | | S | 100 | D | \$ 70.81 | 6,810,254 | D | |
| Common Stock | 12/12/2005 | | S | 100 | D | \$ 70.82 | 6,810,154 | D | |
| Common Stock | 12/12/2005 | | S | 100 | D | \$ 70.83 | 6,810,054 | D | |
| Common Stock | 12/12/2005 | | S | 200 | D | \$ 70.85 | 6,809,854 | D | |
| Common Stock | 12/12/2005 | | S | 100 | D | \$ 70.88 | 6,809,754 | D | |
| Common Stock | 12/12/2005 | | S | 300 | D | \$ 70.89 | 6,809,454 | D | |
| Common Stock | | | | | | | 724,720 | I | See footnote (1) |
| Common Stock | | | | | | | 786,430 | I | See footnote (2) |

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. | 5. TransactionNumber | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----|----------------------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----|----------------------|---|------------------------|------------------------|-------------|

