

GRAINGER DAVID W
Form 4
March 23, 2007

FORM 4

**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).

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

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2007

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

(Street)

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

LAKE FOREST, IL 60045-5201

(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)	5. Amount or Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/22/2007		S	200	D	\$ 78.33	524,770	I	See Footnote (1)
Common Stock	03/22/2007		S	50	D	\$ 78.34	524,720	I	See Footnote (1)
Common Stock	03/22/2007		S	44,654	D	\$ 78	611,476	I	See Footnote (2)
Common Stock	03/22/2007		S	4,739	D	\$ 78.01	606,737	I	See Footnote (2)

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Common Stock	03/22/2007	S	3,707	D	\$ 78.02	603,030	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	3,805	D	\$ 78.03	599,225	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	450	D	\$ 78.04	598,775	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	500	D	\$ 78.05	598,275	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	603	D	\$ 78.06	597,672	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	476	D	\$ 78.07	597,196	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	200	D	\$ 78.08	596,996	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	200	D	\$ 78.09	596,796	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	350	D	\$ 78.1	596,446	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	50	D	\$ 78.11	596,396	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	8	D	\$ 78.12	596,388	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	550	D	\$ 78.13	595,838	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	850	D	\$ 78.16	594,988	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	1,258	D	\$ 78.17	593,730	I	See Footnote <u>(2)</u>
Common Stock	03/22/2007	S	100	D	\$ 78.18	593,630	I	See Footnote

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								(2)
Common Stock	03/22/2007	S	250	D	\$ 78.19	593,380	I	See Footnote (2)
Common Stock	03/22/2007	S	1,250	D	\$ 78.2	592,130	I	See Footnote (2)
Common Stock	03/22/2007	S	800	D	\$ 78.21	591,330	I	See Footnote (2)
Common Stock	03/22/2007	S	300	D	\$ 78.22	591,030	I	See Footnote (2)
Common Stock	03/22/2007	S	550	D	\$ 78.23	590,480	I	See Footnote (2)
Common Stock	03/22/2007	S	900	D	\$ 78.25	589,580	I	See Footnote (2)
Common Stock	03/22/2007	S	650	D	\$ 78.26	588,930	I	See Footnote (2)
Common Stock	03/22/2007	S	900	D	\$ 78.27	588,030	I	See Footnote (2)
Common Stock	03/22/2007	S	350	D	\$ 78.28	587,680	I	See Footnote (2)
Common Stock	03/22/2007	S	50	D	\$ 78.29	587,630	I	See Footnote (2)
Common Stock	03/22/2007	S	750	D	\$ 78.31	586,880	I	See Footnote (2)

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)

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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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAINGER DAVID W 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201		X		

Signatures

L. M. Trusdell, as attorney-in-fact 03/23/2007

__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) Shares held by trust, of which Mr. Grainger is co-trustee and income beneficiary. Mr. Grainger disclaims beneficial ownership as to such shares.
- (2) Shares held by trusts, of which Mr. Grainger is a trustee or co-trustee, FBO Mr. Grainger's wife. Mr. Grainger disclaims beneficial ownership as to such shares.

Remarks:

This Form 4 is the second of three Forms 4 to report all March 22, 2007 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.