

GRAINGER W W INC
Form 4
May 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
LOUX P OGDEN

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/04/2007		M	3,400	\$ 43.5	46,104	D
Common Stock	05/04/2007		S	300	\$ 84.57	45,804	D
Common Stock	05/04/2007		S	100	\$ 84.58	45,704	D
Common Stock	05/04/2007		S	1,500	\$ 84.59	44,204	D
Common Stock	05/04/2007		S	300	\$ 84.6	43,904	D

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Common Stock	05/04/2007	S	300	D	\$ 84.61	43,604	D	
Common Stock	05/04/2007	S	400	D	\$ 84.63	43,204	D	
Common Stock	05/04/2007	S	200	D	\$ 84.64	43,004	D	
Common Stock	05/04/2007	S	300	D	\$ 84.68	42,704	D	
Common Stock						400	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 43.5	05/04/2007		M	3,400	(2) 04/25/2010	Common Stock	3,400
Option	\$ 54.61					04/24/2005 04/23/2012	Common Stock	45,000
Option	\$ 45.5					04/30/2006 04/29/2013	Common Stock	45,000
Option	\$ 54.14					04/28/2007 04/27/2014	Common Stock	20,000
Option	\$ 52.29					04/27/2008 04/26/2015	Common Stock	19,000
Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock	15,000
Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock	16,000

