JADIN RONALD L Form 4 May 07, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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

1(b).

(City)

Stock

Stock

Stock

Common

Common

(State)

05/07/2013

05/07/2013

(Zip)

(Print or Type Responses)

may continue.

See Instruction

| 1. Name and Address of Reporting Person * JADIN RONALD L |              |          | 2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW] | 5. Relationship of Reporting Person(s) to Issuer                                      |  |  |  |
|--|--------------|----------|--|---|--|--|--|
| (Last)   | (First)      | (Middle) | 3. Date of Earliest Transaction                                    | (Check all applicable)  |  |  |  |
| 100 GRAINGER PARKWAY                                     |              | WAY      | (Month/Day/Year)<br>05/07/2013                                     | Director 10% Owner Nother (give title Other (specification) below)  Sr. VP & CFO      |  |  |  |
| (Street)   |              |          | 4. If Amendment, Date Original Filed(Month/Day/Year)               | 6. Individual or Joint/Group Filing(Check Applicable Line)                            |  |  |  |
| LAKE FOR   | EST, IL 6004 | 45       | Thed(Monanday, Teal)   | _X_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 19,917 D Stock By wife. Common 05/07/2013 M 5,000 \$ 52.29 11,086 I A Stock (1) Common By wife. S I 05/07/2013 3,300 D \$ 252.6 7,786

100

100

D

7,686

7,586

252.602

Ι

I

S

S

| By  | wife. |
|-----|-------|
| (1) |       |
|     |       |

By wife.

(1)

(1)

#### Edgar Filing: JADIN RONALD L - Form 4

| Common<br>Stock | 05/07/2013 | S | 300 | D | \$ 252.61 7,286 | I | By wife. $\underline{^{(1)}}$ |
|-----------------|------------|---|-----|---|-----------------|---|-------------------------------|
| Common<br>Stock | 05/07/2013 | S | 10  | D | \$ 252.62 7,276 | I | By wife. $\underline{^{(1)}}$ |
| Common<br>Stock | 05/07/2013 | S | 400 | D | \$ 252.63 6,876 | I | By wife. $\underline{^{(1)}}$ |
| Common<br>Stock | 05/07/2013 | S | 790 | D | \$ 252.65 6,086 | I | By wife. $\frac{(1)}{(1)}$    |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code   | 5. Number proof 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) |                                     |
|---|---|---|---|--------|--|-------|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V | (A)  | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 52.29  | 05/07/2013                              |   | M      |  | 5,000 | 04/27/2008   | 04/26/2015         | Common<br>Stock   | 5,000                               |
| Stock<br>Option                                     | \$ 76.61  |   |   |        |  |       | 04/26/2009   | 04/25/2016         | Common<br>Stock   | 3,500                               |
| Stock<br>Option                                     | \$ 83.08  |   |   |        |  |       | 04/25/2010   | 04/24/2017         | Common<br>Stock   | 3,200                               |
| Stock<br>Option                                     | \$ 85.82  |   |   |        |  |       | 04/30/2011   | 04/29/2018         | Common<br>Stock   | 13,500                              |
| Stock<br>Option                                     | \$ 81.49  |   |   |        |  |       | 04/29/2012   | 04/28/2019         | Common<br>Stock   | 30,000                              |
| Stock<br>Option                                     | \$ 108.15   |   |   |        |  |       | 04/28/2013   | 04/27/2020         | Common<br>Stock   | 29,000                              |
| Stock<br>Option                                     | \$ 149.02   |   |   |        |  |       | 04/27/2014   | 04/26/2021         | Common<br>Stock   | 25,336                              |
| Stock<br>Option                                     | \$ 204.01   |   |   |        |  |       | 04/25/2015   | 04/24/2022         | Common<br>Stock   | 19,527                              |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JADIN RONALD L 100 GRAINGER PARKW

100 GRAINGER PARKWAY Sr. VP & CFO

LAKE FOREST, IL 60045

**Signatures** 

John L. Howard, as attorney-in-fact 05/07/2013

\*\*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 Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

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.

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