

JADIN RONALD L  
Form 4  
September 09, 2009

**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 \*  
JADIN RONALD L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2009

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 & 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock					16,284		D
Common Stock	09/08/2009		M		7,500	\$ 37.5	7,500 I <u>By wife. (1)</u>
Common Stock	09/08/2009		M		330	\$ 37.5	7,830 I <u>By wife. (1)</u>
Common Stock	09/08/2009		M		7,500	\$ 54.61	15,330 I <u>By wife. (1)</u>
Common Stock	09/08/2009		S		15,330	\$ 89.7	0 I <u>By wife. (1)</u>

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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)

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	\$ 37.5	09/08/2009		M	7,500	04/25/2004 04/24/2011	Common Stock	7,500
Option	\$ 37.5	09/08/2009		M	330	04/25/2007 04/24/2011	Common Stock	330
Option	\$ 54.61	09/08/2009		M	7,500	04/24/2005 04/23/2012	Common Stock	7,500
Option	\$ 45.5					04/30/2006 04/29/2013	Common Stock	9,000
Option	\$ 54.14					04/28/2007 04/27/2014	Common Stock	3,900
Option	\$ 52.29					04/27/2008 04/26/2015	Common Stock	5,000
Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock	3,500
Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock	3,200
Option	\$ 85.82					04/30/2011 04/29/2018	Common Stock	13,500
Option	\$ 81.49					04/29/2012 04/28/2019	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

JADIN RONALD L  
100 GRAINGER PARKWAY  
LAKE FOREST, IL 60045

Sr. VP & CFO

## Signatures

C. L. Kogl, as  
attorney-in-fact

09/09/2009

\_\_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.

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