

GRAINGER W W INC
Form 10-Q
April 29, 2010

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-5684

W.W. Grainger, Inc.
(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction of incorporation or
organization)

36-1150280
(I.R.S. Employer Identification No.)

100 Grainger Parkway, Lake Forest, Illinois
(Address of principal executive offices)

60045-5201
(Zip Code)

(847) 535-1000
(Registrant's telephone number including area code)

Not Applicable
(Former name, former address and former fiscal year; if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There were 72,895,785 shares of the Company's Common Stock outstanding as of March 31, 2010.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

W.W. Grainger, Inc. and Subsidiaries
 CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
 (In thousands of dollars, except for share and per share amounts)
 (Unaudited)

| | Three Months Ended March 31, | |
|--|------------------------------|--------------|
| | 2010 | 2009 |
| Net sales | \$ 1,672,354 | \$ 1,465,248 |
| Cost of merchandise sold | 966,612 | 835,833 |
| Gross profit | 705,742 | 629,415 |
| Warehousing, marketing and administrative expenses | 522,857 | 470,201 |
| Operating earnings | 182,885 | 159,214 |
| Other income and (expense): | | |
| Interest income | 241 | 401 |
| Interest expense | (2,030) | (2,218) |
| Equity in net income (loss) of unconsolidated entities – net | (80) | 76 |
| Other non-operating income | 427 | 1,109 |
| Other non-operating expense | (453) | (114) |
| Total other income and (expense) | (1,895) | (746) |
| Earnings before income taxes | 180,990 | 158,468 |
| Income taxes | 81,573 | 62,090 |
| Net earnings | 99,417 | 96,378 |
| Less: Earnings attributable to noncontrolling interest | 244 | – |
| Net earnings attributable to W.W. Grainger, Inc. | \$ 99,173 | \$ 96,378 |
| Earnings per share: | | |
| Basic | \$ 1.34 | \$ 1.27 |
| Diluted | \$ 1.31 | \$ 1.25 |
| Weighted average number of shares outstanding: | | |
| Basic | 72,576,633 | 74,260,401 |

| | | |
|-------------------------------|------------|------------|
| Diluted | 73,854,681 | 75,142,460 |
| Cash dividends paid per share | \$ 0.46 | \$ 0.40 |

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
 (In thousands of dollars)
 (Unaudited)

| | Three Months Ended March 31, | |
|--|------------------------------|-----------|
| | 2010 | 2009 |
| Net earnings | \$ 99,417 | \$ 96,378 |
| Other comprehensive earnings (losses): | | |
| Foreign currency translation adjustments, net of tax (expense) benefit of \$(2,294), and \$1,784, respectively | 18,876 | (16,065) |
| Comprehensive earnings, net of tax | 118,293 | 80,313 |
| Comprehensive earnings attributable to noncontrolling interest: | | |
| Net earnings | (244) | - |
| Foreign currency translation adjustments | 276 | - |
| Comprehensive earnings attributable to W.W. Grainger, Inc. | \$ 118,325 | \$ 80,313 |

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands of dollars, except for share and per share amounts)
(Unaudited)

| ASSETS | March 31, 2010 | Dec. 31, 2009 |
|--|---------------------|---------------------|
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 548,469 | \$ 459,871 |
| Accounts receivable (less allowances for doubtful accounts of \$26,872 and \$25,850, respectively) | 688,628 | 624,910 |
| Inventories | 852,521 | 889,679 |
| Prepaid expenses and other assets | 91,596 | 88,364 |
| Deferred income taxes | 42,494 | 42,023 |
| Prepaid income taxes | 4,115 | 26,668 |
| Total current assets | 2,227,823 | 2,131,515 |
| PROPERTY, BUILDINGS AND EQUIPMENT | | |
| Less accumulated depreciation and amortization | 2,276,181 | 2,266,493 |
| Property, buildings and equipment – net | 1,336,743 | 1,313,222 |
| | 939,438 | 953,271 |
| DEFERRED INCOME TAXES | | |
| | 71,654 | 79,472 |
| INVESTMENT IN UNCONSOLIDATED ENTITIES | | |
| | 3,533 | 3,508 |
| GOODWILL | | |
| | 356,159 | 351,182 |
| OTHER ASSETS AND INTANGIBLES – NET | | |
| | 212,168 | 207,384 |
| TOTAL ASSETS | \$ 3,810,775 | \$ 3,726,332 |

W.W. Grainger, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS (Continued)
(In thousands of dollars, except for share and per share amounts)
(Unaudited)

| LIABILITIES AND SHAREHOLDERS' EQUITY | March 31, 2010 | Dec. 31, 2009 |
|---|---------------------|---------------------|
| CURRENT LIABILITIES | | |
| Short-term debt | \$ 35,247 | \$ 34,780 |
| Current maturities of long-term debt | 57,295 | 53,128 |
| Trade accounts payable | 314,039 | 300,791 |
| Accrued compensation and benefits | 149,631 | 135,323 |
| Accrued contributions to employees' profit sharing plans | 31,402 | 121,895 |
| Accrued expenses | 103,421 | 124,150 |
| Income taxes payable | 42,873 | 6,732 |
| Total current liabilities | 733,908 | 776,799 |
| LONG-TERM DEBT (less current maturities) | 425,000 | 437,500 |
| DEFERRED INCOME TAXES AND TAX UNCERTAINTIES | 62,560 | 62,215 |
| ACCRUED EMPLOYMENT-RELATED BENEFITS COSTS | 230,603 | 222,619 |
| SHAREHOLDERS' EQUITY | | |
| Cumulative Preferred Stock – \$5 par value – 12,000,000 shares authorized; none issued nor outstanding | – | – |
| Common Stock – \$0.50 par value – 300,000,000 shares authorized; issued 109,659,219 shares | 54,830 | 54,830 |
| Additional contributed capital | 603,641 | 596,358 |
| Retained earnings | 4,031,606 | 3,966,508 |
| Accumulated other comprehensive earnings | 31,526 | 12,374 |
| Treasury stock, at cost – 36,763,434 and 37,382,703 shares, respectively | (2,426,532) | (2,466,350) |
| Total W.W. Grainger, Inc. shareholders' equity | 2,295,071 | 2,163,720 |
| NONCONTROLLING INTEREST | 63,633 | 63,479 |
| Total shareholders' equity | 2,358,704 | 2,227,199 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 3,810,775 | \$ 3,726,332 |

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of dollars)
(Unaudited)

| | Three Months Ended March 31, | |
|--|------------------------------|--------------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net earnings | \$ 99,417 | \$ 96,378 |
| Provision for losses on accounts receivable | 3,369 | 4,082 |
| Deferred income taxes and tax uncertainties | 2,995 | (7,739) |
| Depreciation and amortization | 35,849 | 33,633 |
| Stock-based compensation | 9,134 | 9,508 |
| Change in operating assets and liabilities – net of business acquisition | | |
| (Increase) decrease in accounts receivable | (62,976) | 23,310 |
| (Increase) decrease in inventories | 44,520 | 47,243 |
| (Increase) decrease in prepaid expenses and other assets | 19,890 | 19,432 |
| Increase (decrease) in trade accounts payable | 11,737 | (34,990) |
| Increase (decrease) in other current liabilities | (93,522) | (181,657) |
| Increase (decrease) in current income taxes payable | 35,922 | 35,054 |
| Increase (decrease) in accrued employment-related benefits cost | 7,748 | 496 |
| Other – net | (892) | (2,234) |
| Net cash provided by operating activities | 113,191 | 42,516 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Additions to property, buildings and equipment – net of dispositions | (13,819) | (28,407) |
| Net cash paid for business acquisition and other investments | (9,072) | 24 |
| Net cash used in investing activities | \$ (22,891) | \$ (28,383) |

W.W. Grainger, Inc. and Subsidiaries
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
 (In thousands of dollars)
 (Unaudited)

| | Three Months Ended March 31, | |
|---|------------------------------|-------------------|
| | 2010 | 2009 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Borrowings under line of credit | \$ 12,981 | \$ 1,707 |
| Payments against line of credit | (12,494) | (869) |
| Payment of long-term debt | (8,333) | - |
| Stock options exercised | 31,875 | 5,689 |
| Excess tax benefits from stock-based compensation | 9,193 | 797 |
| Purchase of treasury stock | (6,364) | (127,696) |
| Cash dividends paid | (34,075) | (30,615) |
| Net cash used in financing activities | (7,217) | (150,987) |
| Exchange rate effect on cash and cash equivalents | 5,515 | (1,866) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 88,598 | (138,720) |
| Cash and cash equivalents at beginning of year | 459,871 | 396,290 |
| Cash and cash equivalents at end of period | \$ 548,469 | \$ 257,570 |

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BACKGROUND AND BASIS OF PRESENTATION

W.W. Grainger, Inc. is a broad line distributor of maintenance, repair and operating supplies, and other related products and services used by businesses and institutions. W.W. Grainger Inc.'s operations are primarily in the United States and Canada, with an expanding presence in Asia and Latin America. In this report, the words "Company" or "Grainger" mean W.W. Grainger, Inc. and its subsidiaries.

The Condensed Consolidated Financial Statements of the Company and the related notes are unaudited and should be read in conjunction with the consolidated financial statements and related notes for the year ended December 31, 2009, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC).

The Condensed Consolidated Balance Sheet as of December 31, 2009, has been derived from the audited consolidated financial statements at that date, but does not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements.

The unaudited financial information reflects all adjustments (primarily consisting of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of the statements contained herein.

2. DIVIDEND

On April 28, 2010, the Company's Board of Directors declared a quarterly dividend of 54 cents per share, payable June 1, 2010, to shareholders of record on May 10, 2010. This represents a 17% increase from the prior quarterly rate of 46 cents per share.

3. WARRANTY RESERVES

The Company generally warrants the products it sells against defects for one year. For a significant portion of warranty claims, the manufacturer of the product is responsible for the expenses associated with this warranty program. For warranty expenses not covered by the manufacturer, the Company provides a reserve for future costs based on historical experience. The warranty reserve activity was as follows (in thousands of dollars):

| | Three Months Ended March 31, | |
|-------------------|------------------------------|----------|
| | 2010 | 2009 |
| Beginning balance | \$ 3,238 | \$ 3,218 |
| Returns | (2,092) | (2,684) |
| Provision | 2,049 | 2,643 |
| Ending balance | \$ 3,195 | \$ 3,177 |

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

4. EMPLOYEE BENEFITS

Retirement Plans

A majority of the Company's employees are covered by a noncontributory profit sharing plan. This plan provides for annual employer contributions based upon a formula related primarily to earnings before federal income taxes with a minimum contribution of 8% and a maximum contribution of 18% of total eligible compensation paid to eligible employees.

Postretirement Benefits

The Company has a postretirement healthcare benefits plan that provides coverage for a majority of its employees and their dependents should they elect to maintain such coverage upon retirement. Covered employees become eligible for participation when they qualify for retirement while working for the Company. Participation in the plan is voluntary and requires participants to make contributions toward the cost of the plan, as determined by the Company.

The net periodic benefit costs charged to operating expenses, which are valued at the measurement date of January 1 and recognized evenly throughout the year, consisted of the following components (in thousands of dollars):

| | Three Months Ended March 31, | |
|---------------------------------------|------------------------------|----------|
| | 2010 | 2009 |
| Service cost | \$ 3,573 | \$ 3,076 |
| Interest cost | 3,213 | 2,683 |
| Expected return on assets | (1,109) | (850) |
| Amortization of transition asset | (35) | (36) |
| Amortization of unrecognized losses | 912 | 1,034 |
| Amortization of prior service credits | (124) | (289) |
| Net periodic benefit costs | \$ 6,430 | \$ 5,618 |

The Company has established a Group Benefit Trust to fund the plan and process benefit payments. The funding of the trust is an estimated amount which is intended to allow the maximum deductible contribution under the Internal Revenue Code of 1986 (IRC), as amended. There are no minimum funding requirements and the Company intends to follow its practice of funding the maximum deductible contribution under the IRC. During the three months ended March 31, 2010, the Company contributed \$0.8 million to the trust.

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

5. SEGMENT INFORMATION

The Company has two reportable segments: the United States and Canada. The United States segment reflects the results of Grainger's US operating segment. The Canada segment reflects the results for Acklands – Grainger Inc., the Company's Canadian operating segment. Other Businesses include the following non-material operating segments: MonotaRO Co., Ltd. (Japan), Grainger, S.A. de C.V. (Mexico), Grainger Industrial Supply India Private Limited (India), Grainger Caribe Inc. (Puerto Rico), Grainger China LLC (China) and Grainger Panama S.A. (Panama). Operating segments generate revenue almost exclusively through the distribution of maintenance, repair and operating supplies as service revenues account for less than 1% of total revenues for each operating segment. Following is a summary of segment results (in thousands of dollars):

| | Three Months Ended March 31, 2010 | | | |
|-------------------------------------|-----------------------------------|------------|---------------------|--------------|
| | United States | Canada | Other Businesses | Total |
| Total net sales | \$ 1,408,141 | \$ 194,139 | \$ 80,921 | \$ 1,683,201 |
| Intersegment net sales | (10,706) | (26) | (115) | (10,847) |
| Net sales to external customers | \$ 1,397,435 | \$ 194,113 | \$ 80,806 | \$ 1,672,354 |
| Segment operating earnings (losses) | \$ 201,615 | \$ 6,314 | \$ (82) | \$ 207,847 |

| | Three Months Ended March 31, 2009 | | | |
|-------------------------------------|-----------------------------------|------------|---------------------|--------------|
| | United States | Canada | Other Businesses | Total |
| Total net sales | \$ 1,308,737 | \$ 143,795 | \$ 22,532 | \$ 1,475,064 |
| Intersegment net sales | (9,693) | (12) | (111) | (9,816) |
| Net sales to external customers | \$ 1,299,044 | \$ 143,783 | \$ 22,421 | \$ 1,465,248 |
| Segment operating earnings (losses) | \$ 173,185 | \$ 5,954 | \$ (2,934) | \$ 176,205 |

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

| | United States | Canada | Other Businesses | Total |
|-------------------|---------------|------------|------------------|--------------|
| Segment assets: | | | | |
| March 31, 2010 | \$ 2,254,158 | \$ 580,524 | \$ 338,811 | \$ 3,173,493 |
| December 31, 2009 | \$ 2,281,731 | \$ 545,866 | \$ 333,955 | \$ 3,161,552 |

Following are reconciliations of segment information with the consolidated totals per the financial statements (in thousands of dollars):

| | Three Months Ended March 31, | |
|---|------------------------------|---------------|
| | 2010 | 2009 |
| Operating earnings: | | |
| Total operating earnings for operating segments | \$ 207,847 | \$ 176,205 |
| Unallocated expenses and eliminations | (24,962) | (16,991) |
| Total consolidated operating earnings | \$ 182,885 | \$ 159,214 |
| | March 31, 2010 | Dec. 31, 2009 |
| Assets: | | |
| Total assets for operating segments | \$ 3,173,493 | \$ 3,161,552 |
| Unallocated assets | 637,282 | 564,780 |
| Total consolidated assets | \$ 3,810,775 | \$ 3,726,332 |

Unallocated expenses and unallocated assets primarily relate to the Company headquarters' support services, which are not part of any business segment. Unallocated expenses include payroll and benefits, depreciation and other costs associated with headquarters-related support services. Unallocated assets primarily include non-operating cash and cash equivalents, certain prepaid expenses, deferred income taxes and non-operating property, buildings and equipment.

Unallocated expenses increased \$8.0 million for the first three months of 2010 primarily due to higher bonus and profit sharing accruals.

Unallocated assets increased \$72.5 million since December 31, 2009 primarily due to the Company's higher cash balance.

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

6. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share under the two-class method (in thousands of dollars, except for share and per share amounts):

| | Three Months Ended March 31, | |
|--|------------------------------|------------|
| | 2010 | 2009 |
| Net earnings as reported | \$ 99,173 | \$ 96,378 |
| Less: Distributed earnings available to participating securities | (734) | (690) |
| Less: Undistributed earnings available to participating securities | (1,468) | (1,552) |
| Numerator for basic earnings per share – Undistributed and distributed earnings available to common shareholders | \$ 96,971 | \$ 94,136 |
| Add: Undistributed earnings allocated to participating securities | 1,468 | 1,552 |
| Less: Undistributed earnings reallocated to participating securities | (1,443) | (1,534) |
| Numerator for diluted earnings per share – Undistributed and distributed earnings available to common shareholders | \$ 96,996 | \$ 94,154 |
| Denominator for basic earnings per share – weighted average shares | 72,576,633 | 74,260,401 |
| Effect of dilutive securities | 1,278,048 | 882,059 |
| Denominator for diluted earnings per share – weighted average shares adjusted for dilutive securities | 73,854,681 | 75,142,460 |
| Earnings per share two-class method | | |
| Basic | \$ 1.34 | \$ 1.27 |
| Diluted | \$ 1.31 | \$ 1.25 |

W.W. Grainger, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

7. NONCONTROLLING INTEREST

The following table sets forth the effect on W.W. Grainger Inc.'s equity resulting from changes in the Company's ownership interest in MonotaRO Co., Ltd. (in thousands of dollars):

| | Three Months Ended March 31, | |
|--|------------------------------|-----------|
| | 2010 | 2009 |
| Net earnings attributable to W.W. Grainger, Inc. | \$ 99,173 | \$ 96,378 |
| Transfers from the noncontrolling interest: | | |
| Increase in W.W. Grainger, Inc. Additional Contributed Capital for | | |
| MonotaRO Co., Ltd stock option exercises | 11 | - |
| Change from net earnings attributable to W.W. Grainger, Inc. and transfer from noncontrolling interest | \$ 99,184 | \$ 96,378 |

8. CONTINGENCIES AND LEGAL MATTERS

As previously reported, in December 2007, the Company received a letter from the Commercial Litigation Branch of the Civil Division of the Department of Justice (the "DOJ") regarding the Company's contract with the United States General Services Administration (the "GSA"). The letter suggested that the Company had not complied with its disclosure obligations and the contract's pricing provisions, and had potentially overcharged government customers under the contract.

Discussions relating to the Company's compliance with its disclosure obligations and the contract's pricing provisions are ongoing. The timing and outcome of these discussions are uncertain and could include settlement or civil litigation by the DOJ to recover, among other amounts, treble damages and penalties under the False Claims Act. While this matter is not expected to have a material adverse effect on the Company's financial position, an unfavorable resolution could result in significant payments by the Company. The Company continues to believe that it has complied with the GSA contract in all material respects.

As previously reported, the Company received a subpoena dated August 29, 2008 from the United States Postal Service ("USPS") Office of Inspector General seeking information about the Company's pricing compliance under the Company's contract with the USPS covering the sale of certain Maintenance Repair and Operating Supplies (the "MRO Contract"). The Company has provided responsive information to the USPS but no substantive discussions have yet begun.

As previously reported, the Company received a subpoena dated June 30, 2009, from the USPS Office of Inspector General seeking information about the Company's pricing practices and compliance under the Company's contract with the USPS covering the sale of certain janitorial and custodial items (the "Custodial Contract"). The Company has provided responsive information to the USPS but no substantive discussions have yet begun.

The timing and outcome of the USPS investigations of the MRO Contract and the Custodial Contract are uncertain and could include settlement or civil litigation by the USPS to recover, among other amounts treble damages and penalties under the False Claims Act. While these matters are not expected to have a material adverse effect on the Company's financial position, an unfavorable resolution could result in significant payments by the Company. The Company continues to believe that it has complied with each of the MRO Contract and the Custodial Contract in all material respects.

W.W. Grainger, Inc. and Subsidiaries

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Item 2.

Overview

General

Grainger is a broad line distributor of maintenance, repair and operating supplies, and other related products and services used by businesses and institutions. W.W. Grainger Inc.'s operations are primarily in the United States and Canada, with an expanding presence in Asia and Latin America. Grainger uses a multichannel business model to provide customers with a range of options for finding and purchasing products utilizing sales representatives, direct marketing materials and catalogs. Grainger serves approximately 2.0 million customers through a network of highly integrated branches, distribution centers and multiple Web sites.

Grainger's two reportable segments are the United States and Canada. The United States segment reflects the results of Grainger's US operating segment. The Canada segment reflects the results for Acklands – Grainger Inc., Grainger's Canadian operating segment. Other Businesses include the following non-material operating segments: MonotaRO Co., Ltd. (Japan), Grainger, S.A. de C.V. (Mexico), Grainger Industrial Supply India Private Limited (India), Grainger Caribe Inc. (Puerto Rico), Grainger China LLC (China) and Grainger Panama S.A. (Panama).

Business Environment

Several economic factors and industry trends tend to shape Grainger's business environment. The overall economy and leading economic indicators provide insight into anticipated economic factors for the near term and help in forming the development of projections for the rest of the year. Historically, Grainger's sales trends have tended to correlate with industrial production and non-farm payrolls. According to the Federal Reserve, overall industrial production increased 4.0% from March 2009 to March 2010. The improvement in the economy has positively affected Grainger's sales growth for the first quarter of 2010.

In April 2010, Consensus Forecast-USA projected 2010 Industrial Production and GDP growth for the United States of 4.9% and 3.2%, respectively. In April 2010, Consensus Forecast-USA projected a GDP growth of 3.2% for Canada.

The light and heavy manufacturing customer sectors have historically correlated with manufacturing employment levels and manufacturing output. Manufacturing output increased 4.6% from March 2009 to March 2010 while manufacturing employment levels decreased 5.2%. Grainger's heavy and light manufacturing customer sectors outperformed these indicators as sales to these sectors increased in the low double digits for the three months ended March 31, 2010.

Outlook

Grainger has continued to see signs of improvement in the overall economy as sales growth increased 14 percent for the first three months of 2010, although job growth is still expected to continue to lag the economic recovery. Grainger initially expected positive sales growth in 2010 of 6 to 10 percent realized through the impact of acquisitions made in 2009, favorable foreign exchange rates and organic growth. However, with the continued signs of strengthening in the United States, Canadian and Mexican economies, Grainger raised 2010 sales growth guidance on April 14, 2010 to a range of 9 to 12 percent. Earnings per share guidance for 2010 was also raised to a range from \$5.70 to \$6.10, which excludes a charge for the effect of the healthcare legislation and a benefit that resulted from a paid time off policy change.

W.W. Grainger, Inc. and Subsidiaries
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Matters Affecting Comparability

Grainger completed one acquisition in the first quarter of 2010 and several acquisitions throughout 2009, all of which were immaterial individually, and in the aggregate. Grainger's operating results have included the results of each business acquired since the respective acquisition dates.

Results of Operations – Three Months Ended March 31, 2010

The following table is included as an aid to understanding the changes in Grainger's Condensed Consolidated Statements of Earnings:

| | Three Months Ended March 31, | | As a Percent of Net Sales | | Percent Increase (Decrease) | |
|--|------------------------------|---|---------------------------|---|-----------------------------|---|
| | 2010 | | 2009 | | | |
| Net sales | 100.0 | % | 100.0 | % | 14.1 | % |
| Cost of merchandise sold | 57.8 | | 57.0 | | 15.6 | |
| Gross profit | 42.2 | | 43.0 | | 12.1 | |
| Operating expenses | 31.3 | | 32.1 | | 11.2 | |
| Operating earnings | 10.9 | | 10.9 | | 14.9 | |
| Other income (expense) | (0.1 |) | (0.1 |) | 154.0 | |
| Income taxes | 4.9 | | 4.2 | | 31.4 | |
| Noncontrolling interest | 0.0 | | 0.0 | | – | |
| Net earnings attributable to W.W. Grainger, Inc. | 5.9 | % | 6.6 | % | 2.9 | % |

Grainger's net sales of \$1,672.4 million for the first quarter of 2010 increased 14.1% compared with sales of \$1,465.2 million for the comparable 2009 quarter. For the quarter, approximately 6 percentage points of the sales growth came from an increase in volume and approximately 5 percentage points of the sales growth came from business acquisitions. In addition, sales were positively affected by 3 percentage points due to foreign exchange. Sales in all customer segments increased for the first quarter of 2010, except the contractor customer sector which was down in the mid-single digits. The overall increase in net sales was led by a low double-digit increase in the heavy and light manufacturing customer sectors, followed by a mid-single digit increase in the government and commercial customer sectors. Refer to the Segment Analysis below for further details.

Gross profit of \$705.7 million for the first quarter of 2010 increased 12.1%. The gross profit margin during the first quarter of 2010 decreased 0.8 percentage point when compared to the same period in 2009, primarily driven by faster sales growth from the lower margin international businesses and by an increase in sales to large customers which are generally at lower margins. Grainger expects both of these trends to continue.

Operating expenses of \$522.9 million for the first quarter of 2010 increased 11.2%. Operating expenses increased primarily due to higher commissions tied to sales growth and higher bonus and profit sharing accruals due to improved Company performance, partially offset by a \$10.3 million benefit that resulted from a paid time off policy change, which reduced the related liability.

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Operating earnings for the first quarter of 2010 were \$182.9 million, an increase of 14.9% compared to the first quarter of 2009. The increase in operating earnings was primarily due to the increase in sales combined with operating expenses, which increased at a slower rate than sales. These declines were partially offset by a decrease in gross profit margin.

Net earnings for the first quarter of 2010 increased by 2.9% to \$99.2 million from \$96.4 million in the first quarter of 2009. The increase in net earnings for the quarter primarily resulted from an increase in operating earnings. Diluted earnings per share of \$1.31 in the first quarter of 2010 were 4.8% higher than the \$1.25 for the first quarter of 2009 due to increased net earnings and fewer shares outstanding. Grainger recorded a non-cash charge of \$11.2 million, or \$0.15 cents per share, during the first quarter of 2010 to write down a deferred income tax asset following the passage of the Patient Protection and Affordable Care Act. Grainger also recognized a \$10.3 million benefit that resulted from a paid time off policy change, which reduced the related liability and which positively benefited earnings per share by \$0.08 cents. Excluding these items, earnings per share would have been \$1.38 or 10.4% higher than the first quarter of 2009.

Segment Analysis

The following comments at the segment and business unit level include external and intersegment net sales and operating earnings. See Note 5 to the Condensed Consolidated Financial Statements.

United States

Net sales were \$1,408.1 million for the first quarter of 2010, an increase of \$99.4 million, or 7.6%, when compared with net sales of \$1,308.7 million for the same period in 2009. Sales in all customer segments increased for the first quarter of 2010, except the contractor customer sector which was down in the mid-single digits. The overall increase in net sales was led by a low double-digit increase in the heavy and light manufacturing customer sectors, followed by a mid-single digit increase in the government and commercial customer sectors.

Beginning in 2006, Grainger has added approximately 234,000 new products to supplement the plumbing, fastener, material handling and security product lines as part of the business' ongoing product line expansion initiative. The most recent catalog, issued in February 2010, offers a total of 307,000 products, an increase of 70,000 products over the 2009 catalog. Grainger will continue to expand the product line throughout the year and anticipates having almost 365,000 products in the 2011 catalog.

The segment gross profit margin was essentially flat in the 2010 first quarter over the comparable quarter of 2009. The gross profit margin benefited from price increases exceeding product cost increases, which was offset by an increase in sales to large customers which are generally at lower margins, something Grainger expects to continue.

Operating expenses in this segment were up 4.2% in the first quarter of 2010 versus the first quarter of 2009. Operating expenses increased primarily due to higher commissions tied to sales growth and higher bonus and profit sharing accruals due to improved Company performance, partially offset by the benefit that resulted from a paid time off policy change, which reduced the related liability.

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For the segment, operating earnings of \$201.6 million for the first quarter of 2010 increased 16.4% from \$173.2 million for the first quarter of 2009. The improvement in operating earnings for the quarter was primarily due to an increase in net sales, and operating expenses which increased at a slower rate than sales.

Canada

Net sales were \$194.1 million for the first quarter of 2010, an increase of \$50.3 million, or 35.0%, when compared with \$143.8 million for the same period in 2009. In local currency, daily sales increased 12.7% for the quarter. The increase in net sales was led by growth in the oil and gas, agriculture and mining, utilities and forestry customer sectors, partially offset by weakness in sales to the government.

The gross profit margin decreased 0.5 percentage point in the 2010 first quarter versus the first quarter of 2009 due to sales to large customers which typically have lower margins, and which were particularly strong in the quarter.

Operating expenses were up 36.5% in the first quarter of 2010 versus the first quarter of 2009. In local currency, operating expenses increased 14.2% primarily due to increased commissions and bonus accruals, and other non-payroll related expenses. These other non-payroll related expenses included higher travel and entertainment and higher advertising due to the sponsorship of the Winter Olympic Games in Vancouver.

Operating earnings of \$6.3 million for the first quarter of 2010 were up \$0.4 million, or 6.0% over the first quarter of 2009. In local currency, operating earnings declined 11.6% in the first quarter of 2010 over the same period in 2009. The decline in earnings was primarily due to the decline in gross profit margin, and an increase in operating expenses which grew at a faster rate than sales.

Other Businesses

Net sales for other businesses, which include Japan, Mexico, India, Puerto Rico, China and Panama, increased 259.1% for the first quarter of 2010 when compared to the same period in 2009. The sales increase was due to the inclusion of results for Japan after obtaining a controlling interest in September 2009, along with strong contributions from Mexico and China. Operating results for other businesses were breakeven for the first quarter of 2010, or a 97.2% improvement over operating losses of \$2.9 million in the first quarter 2009.

Other Income and Expense

Other income and expense was expense of \$1.9 million in the first quarter of 2010, an increase of \$1.1 million compared to \$0.7 million of expense in the first quarter of 2009. The decrease in other non-operating income in the first quarter of 2010 was primarily due to higher foreign currency transaction gains during the first quarter of 2009.

Income Taxes

Grainger's effective income tax rates were 45.1% and 39.2% for the first quarter of 2010 and 2009, respectively. The increase in the effective rate is due to the write-down of the deferred tax asset related to the tax treatment of the Medicare Part D Subsidy retiree healthcare benefit following the passage of the Patient Protection and Affordable Care Act. Excluding the effect of this charge, the effective tax rate for the first quarter of 2010 was 39.3%.

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Financial Condition

For the three months ended March 31, 2010, working capital of \$1,493.9 million increased by \$139.2 million when compared to \$1,354.7 million at December 31, 2009. The increase in working capital primarily relates to higher cash and accounts receivable balances. The ratio of current assets to current liabilities increased to 3.0 at March 31, 2010, versus 2.7 at December 31, 2009.

Net cash provided by operating activities was \$113.2 million and \$42.5 million for the three months ended March 31, 2010 and 2009, respectively. Net cash flows from operating activities serve as Grainger's primary source to fund its growth initiatives. Contributing to cash flows from operations were net earnings in the three months ended March 31, 2010 of \$99.4 million and the effect of non-cash expenses such as depreciation and amortization. Partially offsetting these amounts were changes in operating assets and liabilities, which resulted in a net use of cash of \$36.7 million for the first three months of 2010.

Net cash used in investing activities was \$22.9 million and \$28.4 million for the three months ended March 31, 2010 and 2009, respectively. Cash expended for additions to property, buildings, equipment and capitalized software was \$13.8 million in the first three months of 2010 versus \$28.5 million in the first three months of 2009. Capital expenditures in 2010 included funding of infrastructure improvement projects in the distribution centers in the United States, Canada and Mexico.

Net cash used in financing activities was \$7.2 million and \$151.0 million for the three months ended March 31, 2010 and 2009, respectively. The \$143.8 million difference in cash used in financing activities for the three months ended March 31, 2010 was due primarily to lower treasury share repurchases. Cash paid for treasury stock purchases was \$6.4 million for the first three months of 2010 versus \$127.7 million for the first three months of 2009. Grainger also used cash in financing activities to pay dividends to shareholders of \$34.1 million and \$30.6 million for the first three months of 2010 and 2009, respectively.

Grainger maintains a debt ratio and liquidity position that provide flexibility in funding working capital needs and long-term cash requirements. In addition to internally generated funds, Grainger has various sources of financing available, including commercial paper sales and bank borrowings under lines of credit. Total debt as a percent of total capitalization was 18.0% at March 31, 2010, and 19.1% at December 31, 2009.

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Critical Accounting Policies and Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the financial statements. Management bases its estimates on historical experience and other assumptions, which it believes are reasonable. If actual amounts are ultimately different from these estimates, the revisions are included in Grainger's results of operations for the period in which the actual amounts become known.

Accounting policies are considered critical when they require management to make assumptions about matters that are uncertain at the time the estimate is made and when different estimates than those management reasonably could have made have a material impact on the presentation of Grainger's financial condition, changes in financial condition or results of operations. For a description of Grainger's critical accounting policies see the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Forward-Looking Statements

This Form 10-Q contains statements that are not historical in nature but concern future results and business plans, strategies and objectives and other matters that may be deemed to be "forward-looking statements" under the federal securities laws. Grainger has generally identified such forward-looking statements by using words such as "anticipated, anticipates, believes, continue, continue to expand, continued, continues to believe it complies, could, earnings per share guidance, expected, expects, had potentially, intended, intends, may, projected, projections, range, sales growth guidance, should, tended, timing and outcome are uncertain, and will" or similar expressions.

Grainger cannot guarantee that any forward-looking statement will be realized although Grainger does believe that its assumptions underlying its forward-looking statements are reasonable. Achievement of future results is subject to risks and uncertainties which could cause Grainger's results to differ materially from those which are presented.

Factors that could cause actual results to differ materially from those presented or implied in a forward-looking statement include, without limitation: higher product costs or other expenses; a major loss of customers; loss or disruption of source of supply; increased competitive pricing pressures; failure to develop or implement new technologies or business strategies; the outcome of pending and future litigation or governmental or regulatory proceedings; investigations, inquiries, audits and changes in laws and regulations; disruption of information technology or data security systems; general industry or market conditions; general global economic conditions; currency exchange rate fluctuations; market volatility; commodity price volatility; labor shortages; facilities disruptions or shutdowns; higher fuel costs or disruptions in transportation services; natural and other catastrophes and unanticipated weather conditions.

Caution should be taken not to place undue reliance on Grainger's forward-looking statements and Grainger undertakes no obligation to publicly update the forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I – FINANCIAL INFORMATION

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk, see “Item 7A: Quantitative and Qualitative Disclosures About Market Risk” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Grainger carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of Grainger’s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that Grainger’s disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There were no changes in Grainger’s internal control over financial reporting that occurred during the first three months that have materially affected, or are reasonably likely to materially affect, Grainger’s internal control over financial reporting.

PART II – OTHER INFORMATION

Items 1A, 3 and 5 not applicable.

Item 1. Legal Proceedings

As previously reported, in December 2007, the Company received a letter from the Commercial Litigation Branch of the Civil Division of the Department of Justice (the “DOJ”) regarding the Company’s contract with the United States General Services Administration (the “GSA”). The letter suggested that the Company had not complied with its disclosure obligations and the contract’s pricing provisions, and had potentially overcharged government customers under the contract.

Discussions relating to the Company’s compliance with its disclosure obligations and the contract’s pricing provisions are ongoing. The timing and outcome of these discussions are uncertain and could include settlement or civil litigation by the DOJ to recover, among other amounts, treble damages and penalties under the False Claims Act. While this matter is not expected to have a material adverse effect on the Company’s financial position, an unfavorable resolution could result in significant payments by the Company. The Company continues to believe that it has complied with the GSA contract in all material respects.

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As previously reported, the Company received a subpoena dated August 29, 2008 from the United States Postal Service (“USPS”) Office of Inspector General seeking information about the Company’s pricing compliance under the Company’s contract with the USPS covering the sale of certain Maintenance Repair and Operating Supplies (the “MRO Contract”). The Company has provided responsive information to the USPS but no substantive discussions have yet begun.

As previously reported, the Company received a subpoena dated June 30, 2009, from the USPS Office of Inspector General seeking information about the Company’s pricing practices and compliance under the Company’s contract with the USPS covering the sale of certain janitorial and custodial items (the “Custodial Contract”). The Company has provided responsive information to the USPS but no substantive discussions have yet begun.

The timing and outcome of the USPS investigations of the MRO Contract and the Custodial Contract are uncertain and could include settlement or civil litigation by the USPS to recover, among other amounts treble damages and penalties under the False Claims Act. While these matters are not expected to have a material adverse effect on the Company’s financial position, an unfavorable resolution could result in significant payments by the Company. The Company continues to believe that it has complied with each of the MRO Contract and the Custodial Contract in all material respects.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities – First Quarter

| Period | Total Number of Shares Purchased (A) | Average Price Paid per Share (B) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (C) | Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs |
|--------------------|--------------------------------------|----------------------------------|--|--|
| Jan. 1 – Jan. 31 | 3,014 | – | – | 3,080,472shares |
| Feb. 1 – Feb. 28 | – | – | – | 3,080,472shares |
| March 1 – March 31 | – | – | – | 3,080,472shares |
| Total | 3,014 | – | – | |

(A) There were 3,014 shares withheld to satisfy tax withholding obligations in connection with the vesting of employee restricted stock awards.

(B) Average price paid per share includes any commissions paid and includes only those amounts related to purchases as part of publicly announced plans or programs.

(C) Purchases were made pursuant to a share repurchase program approved by Grainger’s Board of Directors on April 30, 2008. The Board of Directors granted authority to repurchase up to 10 million shares. The program has no

specified expiration date. No share repurchase plan or program expired or was terminated during the period covered by this report. Activity is reported on a trade date basis.

Item 4. Removed and Reserved

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Item 6.Exhibits

(a) Exhibits (numbered in accordance with Item 601 of Regulation S-K)

(31) Rule 13a – 14(a)/15d – 14(a) Certifications

(a) Chief Executive Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(b) Chief Financial Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(32) Section 1350 Certifications

(a) Chief Executive Officer certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Chief Financial Officer certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

W.W. Grainger, Inc.
(Registrant)

Date: April 29, 2010

By: /s/ R. L. Jadin
R. L. Jadin, Senior Vice President
and Chief Financial Officer

Date: April 29, 2010

By: /s/ G. S. Irving
G. S. Irving,
Vice President and Controller