Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER W W IN Form 4 April 30, 2015	NC								
FORM 4									
- 0	NITED STATES		ITIES AN hington, 1			COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or						burden hou	Expires:January 31, 2005Estimated averageburden hours per response0.5		
obligations	Filed pursuant to S ction 17(a) of the 3 30(h)	Public Uti	ility Hold	ing Com	-	f 1935 or Sectio	'n		
(Print or Type Responses))								
SANTI ERNEST SCOTT Symbo			Name and ' GER W W		-	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Earliest Transaction					(Check all applicable)				
100 GRAINGER PA	(Month/Da 04/29/20	ay/Year)	insaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amenda Filed(Month/			ndment, Date Original h/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAKE FOREST, IL	60045					Form filed by M Person	More than One Re	eporting	
(City) (State	e) (Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed of	f, or Beneficial	lly Owned	
	any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				- mount	(2) 1100	300	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transac Code (Instr. 8	Derivative		ative ties red sed 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code Y	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	04/29/2015		А		590		(2)	(2)	Common Stock	590	\$ 249.1

Reporting Owners

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
SANTI ERNEST SCOTT 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Х					
Signatures						
David L. Rawlinson, as attorney-in-fact		04/30/20	015			
**Signature of Reporting Person		Date				
Evalenation of Deenenace.						

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) 1-for-1

(2) The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.

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.