Edgar Filing: GRAINGER W W INC - Form 4

DAINGED WUNUNU

Form 4											
September 01 FORM Check this if no longe subject to	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pu s Section 17	(a) of the	Section 16 Public Uti of the Inv	Estimated a burden hou response	irs per						
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> NOVICH NEIL S			Symbol	Name and ' GER W W		-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 100 GRAINGER PARKWAY				Earliest Tra ay/Year)	_]	(Check all applicable) <u>X</u> _Director <u>Officer (give title</u> <u>10% Owner</u> <u>Director</u> Other (specify <u>below</u>)				
				ndment, Dat th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	emed on Date, if 'Day/Year)	3.4. SecurTransactionAcquireCodeDispose(Instr. 8)(Instr. 3)		(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4) 4,605	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	ctionof Derivative		ative ities 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	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	09/01/2015		А		113		(2)	(2)	Common Stock	113	\$ 223.4

Reporting Owners

Reporting Owner Name / Address		Relationsh						
	Director	10% Owner	Officer	Other				
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Х							
Signatures								
John L. Howard, as attorney-in-fact		09/01/2015						
**Signature of Reporting Person		Date						
Explanation of Responses:								

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.