GRAINGER W W INC

Form 4

February 23, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per 0.5 response...

may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lomax William			2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 GRAINGER PARKWAY			02/22/2016	_X_ Officer (give title Other (specify below)		
				Vice President and Controller		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LAKE FOR	EST, IL 6004	45		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Seci	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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 Beneficial Ownership (Instr. 4)
Common Stock	02/22/2016		Code V S	Amount 200	(D)	Price \$ 221.05	14,608	D	
Common Stock	02/22/2016		S	370	D	\$ 221.14	14,238	D	
Common Stock	02/22/2016		S	230	D	\$ 221.15	14,008	D	
Common Stock	02/22/2016		S	100	D	\$ 221.16	13,908	D	
Common Stock	02/22/2016		S	400	D	\$ 221.17	13,508	D	

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02/22/2016	S	100	D	\$ 221.18	13,408	D
02/22/2016	S	300	D	\$ 221.2	13,108	D
02/22/2016	S	100	D	\$ 221.2177	13,008	D
02/22/2016	S	100	D	\$ 221.2371	12,908	D
02/22/2016	S	1,000	D	\$ 221.25	11,908	D
02/22/2016	S	500	D	\$ 221.26	11,408	D
02/22/2016	S	100	D	\$ 221.263	11,308	D
02/22/2016	S	417	D	\$ 221.28	10,891	D
02/22/2016	S	400	D	\$ 221.32	10,491	D
02/22/2016	S	100	D	\$ 221.34	10,391	D
02/22/2016	S	900	D	\$ 221.36	9,491	D
02/22/2016	S	2,000	D	\$ 221.37	7,491	D
02/22/2016	S	200	D	\$ 221.38	7,291	D
02/22/2016	S	100	D	\$ 221.39	7,191	D
02/22/2016	S	100	D	\$ 221.4	7,091	D
02/22/2016	S	200	D	\$ 221.43	6,891	D
02/22/2016	S	100	D	\$ 221.4313	6,791	D
02/22/2016	S	800	D	\$ 221.45	5,991	D
02/22/2016	S	100	D	\$ 221.47	5,891	D
02/22/2016	S	100	D	\$ 221.4824	5,791	D
	02/22/2016 02/22/2016	02/22/2016 S 02/22/2016 S	02/22/2016 S 300 02/22/2016 S 100 02/22/2016 S 1,000 02/22/2016 S 500 02/22/2016 S 100 02/22/2016 S 417 02/22/2016 S 400 02/22/2016 S 900 02/22/2016 S 2,000 02/22/2016 S 200 02/22/2016 S 100 02/22/2016 S 800 02/22/2016 S 800 02/22/2016 S 800 02/22/2016 S 100	02/22/2016 S 300 D 02/22/2016 S 100 D 02/22/2016 S 1,000 D 02/22/2016 S 500 D 02/22/2016 S 100 D 02/22/2016 S 417 D 02/22/2016 S 400 D 02/22/2016 S 900 D 02/22/2016 S 2,000 D 02/22/2016 S 200 D 02/22/2016 S 100 D 02/22/2016 S 100 D 02/22/2016 S 100 D 02/22/2016 S 100 D 02/22/2016 S 200 D 02/22/2016 S 100 D 02/22/2016 S 800 D 02/22/2016 S 800 D 02/22/2016 S 100 D 02/22/2016 S 100 D	02/22/2016 S 300 D \$ 221.2 02/22/2016 S 100 D \$ 221.2177 02/22/2016 S 100 D \$ 221.2371 02/22/2016 S 1,000 D \$ 221.25 02/22/2016 S 500 D \$ 221.26 02/22/2016 S 100 D \$ 221.28 02/22/2016 S 400 D \$ 221.32 02/22/2016 S 100 D \$ 221.34 02/22/2016 S 900 D \$ 221.36 02/22/2016 S 2,000 D \$ 221.37 02/22/2016 S 2,000 D \$ 221.38 02/22/2016 S 200 D \$ 221.39 02/22/2016 S 100 D \$ 221.43 02/22/2016 S 200 D \$ 221.43 02/22/2016 S 200 D \$ 221.43 02/22/2016 S 200 D \$ 221.43 02/22/2016 S 800	02/22/2016 S 300 D \$ 221.2 13,108 02/22/2016 S 100 D \$ 221.2177 13,008 02/22/2016 S 100 D \$ 221.2371 12,908 02/22/2016 S 1,000 D \$ 221.25 11,908 02/22/2016 S 500 D \$ 221.26 11,408 02/22/2016 S 100 D \$ 221.26 11,408 02/22/2016 S 417 D \$ 221.26 11,408 02/22/2016 S 400 D \$ 221.32 10,491 02/22/2016 S 100 D \$ 221.32 10,491 02/22/2016 S 900 D \$ 221.34 10,391 02/22/2016 S 2,000 D \$ 221.36 9,491 02/22/2016 S 2,000 D \$ 221.37 7,491 02/22/2016 S 100 D \$ 221.43 6,891 02/22/2016 S 100 D \$ 221.43 6,891

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	nte	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Lomax William

100 GRAINGER PARKWAY LAKE FOREST, IL 60045 Vice President and Controller

Signatures

Noni Ellison Southall, as attorney-in-fact

02/23/2016

**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).

Remarks:

This is the second of three Forms 4 to report all February 22, 2016 transactions for the reporting person.

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.

Reporting Owners 3