

LOUX P OGDEN
Form 4
August 16, 2005

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 *
LOUX P OGDEN

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2005

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, Finance and 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	(A) or (D)	Price
Common Stock	08/15/2005		M		15,900	A	\$ 37.25
Common Stock	08/15/2005		S		13,800	D	\$ 64
Common Stock	08/15/2005		S		600	D	\$ 64.01
Common Stock	08/15/2005		S		400	D	\$ 64.02
Common Stock	08/15/2005		S		400	D	\$ 64.03
Common Stock	08/15/2005		S		400	D	\$ 64.03

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Common Stock	08/15/2005	S	300	D	\$ 64.05	48,466	D	
Common Stock	08/15/2005	S	200	D	\$ 64.06	48,266	D	
Common Stock	08/15/2005	S	200	D	\$ 64.07	48,066	D	
Common Stock						400	I	See Footnote (1)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 37.25	08/15/2005		M	15,900	04/30/2000	04/29/2007	Common Stock	15,900
Option	\$ 51.6875					04/29/2001	04/28/2008	Common Stock	13,500
Option	\$ 48.625					04/28/2002	04/27/2009	Common Stock	24,300
Option	\$ 42.8125					03/01/2003	02/28/2010	Common Stock	6,870
Option	\$ 43.5					04/26/2003	04/25/2010	Common Stock	27,980
Option	\$ 43.5					(2)	04/25/2010	Common Stock	4,200
Option	\$ 37.5					04/25/2004	04/24/2011	Common Stock	40,000
Option	\$ 37.5					04/25/2007	04/24/2011	Common	2,800

				Stock	
Option	\$ 54.61	04/24/2005	04/23/2012	Common Stock	45,000
Option	\$ 45.5	04/30/2006	04/29/2013	Common Stock	45,000
Option	\$ 54.14	04/28/2007	04/27/2014	Common Stock	20,000
Option	\$ 52.29	04/27/2008	04/26/2015	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUX P OGDEN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP, Finance and CFO	

Signatures

L. M. Trusdell, as
attorney-in-fact

08/16/2005

**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 reporting person's wife. The reporting person disclaims beneficial ownership of these shares.
- (2) Exercisable in four equal annual installments beginning 4/26/2001.

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.