

KEYSER RICHARD L
Form 4/A
September 01, 2009

FORM 4

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

OMB APPROVAL

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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 *
KEYSER RICHARD L

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)
100 GRAINGER PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
05/04/2009

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/30/2009		S		300 D \$ 83.547	180,025 ⁽¹⁾	D
Common Stock	04/30/2009		S		300 D \$ 83.5475	179,725 ⁽¹⁾	D
Common Stock	04/30/2009		S		250 D \$ 83.55	179,475 ⁽¹⁾	D
Common Stock	04/30/2009		S		200 D \$ 83.56	179,275 ⁽¹⁾	D
Common Stock	04/30/2009		S		1,300 D \$ 83.57	177,975 ⁽¹⁾	D

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Common Stock	04/30/2009	S	100	D	\$ 83.585	177,875 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.59	177,775 <u>(1)</u>	D
Common Stock	04/30/2009	S	56	D	\$ 83.64	177,719 <u>(1)</u>	D
Common Stock	04/30/2009	S	94	D	\$ 83.68	177,625 <u>(1)</u>	D
Common Stock	04/30/2009	S	200	D	\$ 83.7	177,425 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.715	177,325 <u>(1)</u>	D
Common Stock	04/30/2009	S	200	D	\$ 83.72	177,125 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.732	177,025 <u>(1)</u>	D
Common Stock	04/30/2009	S	300	D	\$ 83.7325	176,725 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.7375	176,625 <u>(1)</u>	D
Common Stock	04/30/2009	S	704	D	\$ 83.75	175,921 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.79	175,821 <u>(1)</u>	D
Common Stock	04/30/2009	S	196	D	\$ 83.8	175,625 <u>(1)</u>	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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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