

GRAINGER W W INC
Form 4
December 03, 2015

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 *
HOWARD JOHN L

(Last) (First) (Middle)
100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2015

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 and General Counsel

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Common Stock | 12/01/2015 | | M ⁽¹⁾ | 10,000 | A | \$ 83.08 | 47,692 | D |
| Common Stock | 12/01/2015 | | S ⁽¹⁾ | 200 | D | \$ 200.06 | 47,492 | D |
| Common Stock | 12/01/2015 | | S ⁽¹⁾ | 1,000 | D | \$ 200.09 | 46,492 | D |
| Common Stock | 12/01/2015 | | S ⁽¹⁾ | 200 | D | \$ 200.13 | 46,292 | D |
| Common Stock | 12/01/2015 | | S ⁽¹⁾ | 100 | D | \$ 200.19 | 46,192 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|--------|---|
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.2 | 46,092 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.4 | 45,992 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.45 | 45,892 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 400 | D | \$ 200.63 | 45,492 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 215 | D | \$ 200.64 | 45,277 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.65 | 45,177 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.8 | 45,077 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 200.81 | 44,977 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 200 | D | \$ 200.87 | 44,777 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 201.01 | 44,677 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 201.02 | 44,577 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 300 | D | \$ 201.03 | 44,277 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 201.04 | 44,177 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 300 | D | \$ 201.05 | 43,877 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 201.07 | 43,777 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 300 | D | \$ 201.08 | 43,477 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 100 | D | \$ 201.09 | 43,377 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 1,000 | D | \$ 201.15 | 42,377 | D |
| Common Stock | 12/01/2015 | <u>S(1)</u> | 800 | D | \$ 201.16 | 41,577 | 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

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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)

| 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 |
| Stock Option | \$ 83.08 | 12/01/2015 | | M ⁽¹⁾ | 10,000 | 04/25/2010 | 04/24/2017 | Common Stock | 10,000 |
| Stock Option | \$ 85.82 | | | | | 04/30/2011 | 04/29/2018 | Common Stock | 11,000 |
| Stock Option | \$ 81.49 | | | | | 04/29/2012 | 04/28/2019 | Common Stock | 21,000 |
| Stock Option | \$ 108.15 | | | | | 04/28/2013 | 04/27/2020 | Common Stock | 19,500 |
| Stock Option | \$ 149.02 | | | | | 04/27/2014 | 04/26/2021 | Common Stock | 14,990 |
| Stock Option | \$ 204.01 | | | | | 04/25/2015 | 04/24/2022 | Common Stock | 11,716 |
| Stock Option | \$ 245.86 | | | | | 04/24/2016 | 04/23/2023 | Common Stock | 11,543 |
| Stock Option | \$ 248.22 | | | | | 04/30/2017 | 04/29/2024 | Common Stock | 7,360 |
| Stock Option | \$ 231.88 | | | | | 04/01/2018 | 03/31/2025 | Common Stock | 9,728 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045 | | | Sr. VP and General Counsel | |

Signatures

Hugo Dubovoy, Jr., as
attorney-in-fact

12/03/2015

__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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the first of two Forms 4 to report all December 1, 2015 transactions for the reporting person.

Exhibit List - Exhibit 24 - Power of Attorney

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.