

GRAINGER W W INC  
Form 4  
September 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**SMITH HAROLD B**

(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)  
09/01/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 12,540  | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 8,000   | I  | See footnote <sup>(1)</sup>       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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. 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Units                                | (2)  | 09/01/2005                           |  | A                              | 27  | (3) (3)  | Common Stock  | 27 \$ 6   |
| Stock Option                               | \$ 37.25   |                                      |  |                                |   | 04/30/2000 04/29/2007                                    | Common Stock  | 2,200   |
| Stock Option                               | \$ 51.6875   |                                      |  |                                |   | 04/29/2001 04/28/2008                                    | Common Stock  | 1,460   |
| Stock Option                               | \$ 48.625  |                                      |  |                                |   | 04/28/1999 04/27/2009                                    | Common Stock  | 1,860   |
| Stock Option                               | \$ 43.5  |                                      |  |                                |   | 04/26/2000 04/25/2010                                    | Common Stock  | 2,070   |
| Stock Option                               | \$ 37.5  |                                      |  |                                |   | 04/25/2001 04/24/2011                                    | Common Stock  | 2,400   |
| Stock Option                               | \$ 54.61   |                                      |  |                                |   | 04/24/2002 04/23/2012                                    | Common Stock  | 1,650   |
| Stock Option                               | \$ 45.5  |                                      |  |                                |   | 04/30/2003 04/29/2013                                    | Common Stock  | 1,980   |
| Stock Option                               | \$ 54.14   |                                      |  |                                |   | 04/28/2004 04/27/2014                                    | Common Stock  | 1,670   |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SMITH HAROLD B<br>100 GRAINGER PARKWAY<br>LAKE FOREST, IL 60045-5201 | X             |           |         |       |

## Signatures

L. M. Trusdell, as attorney-in-fact  
09/06/2005

\_\_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 a trust of which I am a co-trustee and in which I have a contingent beneficial interest.
- (2) 1-for-1
- (3) The Stock Units are expected to settle in cash 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.

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