Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER Form 4 June 02, 200											
FORM	ЛЛ		~~ ~ ~ ~	~					PPROVAL		
Check th	UNITED	STATES		RITIES An ashington			COMMISSIO	N OMB Number: Expires:	3235-0287 January 31,		
if no long subject to Section 1 Form 4 c	5 SIAIE N 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligatio may com <i>See</i> Instr 1(b).	ns Section 17(rsuant to S (a) of the I 30(h)									
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> HAILEY V ANN			Symbol	er Name an NGER W		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		of Earliest 7			(Check all applicable)				
100 GRAINGER PARKWAY				Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
I AKE EOR	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
	(State)						Person				
(City)	(State)	(Zip)					cquired, Disposed		-		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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)		
Reminder: Per	port on a separate line	for each al	ass of see				or indirectly				
Kenninder: Kej	ort on a separate line			unues dene	Perso infor requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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 Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(Instr. 5)

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	Derivative Security			Acq (A)	oosed D) r. 3,						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	06/01/2006	А		4		(2)	(2)	Common Stock	4	\$ 72.16

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
HAILEY V ANN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х			
Signatures				
L. M. Trusdell, as attorney-in-fact	06/	02/2006		
<u>**</u> 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) 1-for-1

(2) 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. 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.