

Macpherson Donald G
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Macpherson Donald G

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

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

(Street)

LAKE FOREST, IL 60045

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/01/2018		A ⁽¹⁾		8,507	A	\$ 0
Common Stock	08/01/2018		M ⁽²⁾		24,876	A	\$ 149.02
Common Stock	08/01/2018		S ⁽²⁾		1,990	D	\$ 339.9732
Common Stock	08/01/2018		S ⁽²⁾		3,610	D	\$ 340.7805
	08/01/2018		S ⁽²⁾		7,064	D	51,330

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Common Stock						\$ 341.7857 (5)		
Common Stock	08/01/2018		S ⁽²⁾	3,884	D	\$ 342.6813 (6)	47,446	D
Common Stock	08/01/2018		S ⁽²⁾	700	D	\$ 343.8114 (7)	46,746	D
Common Stock	08/01/2018		S ⁽²⁾	2,900	D	\$ 344.9099 (8)	43,846	D
Common Stock	08/01/2018		S ⁽²⁾	900	D	\$ 346.1333 (9)	42,946	D
Common Stock	08/01/2018		S ⁽²⁾	300	D	\$ 346.8433 (10)	42,646	D
Common Stock	08/01/2018		S ⁽²⁾	100	D	\$ 349.43	42,546	D

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)

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	\$ 149.02	08/01/2018		M ⁽²⁾	24,876	04/27/2014	04/26/2021	Common Stock	24,876
Stock Option	\$ 204.01					04/25/2015	04/24/2022	Common Stock	16,923
	\$ 245.86					04/24/2016	04/23/2023		15,741

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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.45 to \$345.43, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.66 to \$346.62, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.77 to \$346.88, inclusive.

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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