

GRAINGER W W INC
Form 4
April 28, 2006

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 *
SLAVIK JAMES D

(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)
04/26/2006

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	1,079,542	D	
Common Stock				(A) or (D) Price	102,180	I	See footnote ⁽¹⁾
Common Stock				(A) or (D) Price	1,044,490	I	See footnote ⁽²⁾
Common Stock				(A) or (D) Price	1,635,760	I	See footnote ⁽³⁾
Common Stock				(A) or (D) Price	205,879	I	See footnote ⁽⁴⁾
				(A) or (D) Price	688	I	

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Common
Stock

See
footnote ⁽⁵⁾

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

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	<u>(6)</u>	04/26/2006		A	790	<u>(7)</u>	<u>(7)</u>	Common Stock	790
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

