

SLAVIK JAMES D
Form 5
January 12, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SLAVIK JAMES D

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

100 GRAINGER PARKWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	Â	Â	Â	Â Â Â	1,079,542	D	Â
Common Stock	04/30/2005	Â	J ⁽¹⁾	50,000 A \$ 0	102,180	I	See footnote ⁽²⁾
Common Stock	Â	Â	Â	Â Â Â	1,044,490	I	See footnote ⁽³⁾
Common Stock	Â	Â	Â	Â Â Â	1,635,760	I	See footnote ⁽⁴⁾
	Â	Â	Â	Â Â Â	205,879	I	

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Common Stock See footnote ⁽⁵⁾

Common Stock ^ ^ ^ ^ ^ ^ 688 I See footnote ⁽⁶⁾

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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Units	^	^	^	^	^	^	^ ⁽⁸⁾	^ ⁽⁸⁾	Common Stock	24
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
SLAVIK JAMES D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X	A	A	A

Signatures

L. M. Trusdell, as
attorney-in-fact

01/11/2006

__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) On April 30, 2005, Mr. Slavik became a co-trustee of the Elmer and Joy Slavik Living Trust One with no consideration being paid.
- (2) Shares held by trusts of which Mr. Slavik is a beneficiary and co-trustee.
- (3) Shares held by or FBO Mr. Slavik's children. Mr. Slavik disclaims beneficial ownership of such shares.
- (4) Shares held by corporation of which Mr. Slavik is a shareholder, director & officer. Mr. Slavik disclaims beneficial ownership of such shares.
- (5) Shares held by trusts of which Mr. Slavik is a co-trustee. Mr. Slavik disclaims beneficial ownership of such shares.
- (6) Shares held by Mr. Slavik's wife. Mr. Slavik disclaims beneficial ownership of such shares.
- (7) 1-for-1
- (8) 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 provided 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.