

GRAINGER W W INC  
Form 3  
September 02, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Lomax William		(Month/Day/Year)	GRAINGER W W INC [GW]	
(Last)	(First)	09/01/2014		
100 GRAINGER PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LAKE FOREST, IL 60045			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President and Controller	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,695	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Stock Option	04/27/2008	04/26/2015	Common Stock	1,500	\$ 52.29	D	Â
Stock Option	04/26/2009	04/25/2016	Common Stock	1,300	\$ 76.61	D	Â
Stock Option	04/25/2010	04/24/2017	Common Stock	1,300	\$ 83.08	D	Â
Stock Option	04/30/2011	04/29/2018	Common Stock	2,300	\$ 85.82	D	Â
Stock Option	04/29/2012	04/28/2019	Common Stock	2,800	\$ 81.49	D	Â
Stock Option	04/28/2013	04/27/2020	Common Stock	3,300	\$ 108.15	D	Â
Stock Option	04/27/2014	04/26/2021	Common Stock	4,352	\$ 149.02	D	Â
Stock Option	04/25/2015	04/24/2022	Common Stock	2,883	\$ 204.01	D	Â
Stock Option	04/24/2016	04/23/2023	Common Stock	2,174	\$ 245.86	D	Â
Stock Option	04/30/2017	04/29/2024	Common Stock	1,665	\$ 248.22	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lomax William 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Â	Â	Â Vice President and Controller	Â

## Signatures

William Lomax                      09/02/2014  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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