

GRAINGER W W INC

Form 3/A

January 03, 2007

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â CHEN YC

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2007

3. Issuer Name **and** Ticker or Trading Symbol
GRAINGER W W INC [GWW]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

Group President

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

01/03/2007

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

100 GRAINGER PARKWAY

(Street)

LAKE

FOREST,Â ILÂ 60045-5201

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

34,350

D

Â

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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Option	04/28/2002	04/27/2009	Common Stock	5,750	\$ 48.625	D	Â
Option	03/01/2003	02/28/2010	Common Stock	1,950	\$ 42.8125	D	Â
Option	04/26/2003	04/25/2010	Common Stock	7,100	\$ 43.5	D	Â
Option	Â ⁽¹⁾	04/25/2010	Common Stock	1,070	\$ 43.5	D	Â
Option	04/25/2007	04/24/2011	Common Stock	710	\$ 37.5	D	Â
Option	04/25/2004	04/24/2011	Common Stock	10,000	\$ 37.5	D	Â
Option	04/24/2005	04/23/2012	Common Stock	10,000	\$ 54.61	D	Â
Option	04/30/2006	04/29/2013	Common Stock	20,000	\$ 45.5	D	Â
Option	04/28/2007	04/27/2014	Common Stock	13,100	\$ 54.14	D	Â
Option	04/27/2008	04/26/2015	Common Stock	13,100	\$ 52.29	D	Â
Option	04/26/2009	04/25/2016	Common Stock	8,000	\$ 76.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN YC 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Â	Â	Â Group President	Â

Signatures

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

01/03/2007

__Signature of Reporting Person

Date

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).

(1) Exercisable in four equal annual installments beginning 4/26/2001.

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Remarks:

The^ sole^ reason^ for^ the^ amendment^ is^ that^ the^ Power^ of^ Attorney^ was^ not^ attached^ to^ the^ original^

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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