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GRAINGER W W INC

Form 3

November 03, 2016

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GRAINGER W W INC [GWW] Robbins Paige K (Month/Day/Year) 11/01/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 100 GRAINGER PARKWAY (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person LAKE FOREST, Â ILÂ 60045 (give title below) (specify below) Form filed by More than One Sr. VP (see Remarks) Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 9,857 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exerci	sable and	3. Title and A	Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date (Month/Day/Year)		Securities Underlying		Conversion	Ownership	Beneficial
			Derivative Security		or Exercise	Form of	Ownership
			(Instr. 4)		Price of Derivat	Derivative	(Instr. 5)
		Expiration Date	T:41-	Amount or Number of	Derivative	Security:	
			Title		Security	Direct (D)	
						or Indirect	

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				Shares		(I) (Instr. 5)	
Stock Option	04/27/2014	04/26/2021	Common Stock	3,840	\$ 149.02	D	Â
Stock Option	04/25/2015	04/24/2022	Common Stock	2,790	\$ 204.01	D	Â
Stock Option	04/24/2016	04/23/2023	Common Stock	2,330	\$ 245.86	D	Â
Stock Option	04/30/2017	04/29/2024	Common Stock	2,127	\$ 248.22	D	Â
Stock Option	04/01/2018	03/31/2025	Common Stock	3,122	\$ 231.88	D	Â
Stock Option	04/01/2019	03/31/2026	Common Stock	3,813	\$ 234.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Robbins Paige K 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Â	Â	Sr. VP (see Remarks)	Â			

Signatures

Hugo Dubovoy, Jr. as attorney-in-fact 11/03/2016

**Signature of 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).

Date

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Remarks:

Reporting Person's full title is Senior Vice President, Grainger Supply Chain, Branch Network, Contac

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. 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.

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