

Macpherson Donald G
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Macpherson Donald G

(Last) (First) (Middle)
100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 08/01/2018 | | A ⁽¹⁾ | | 8,507 | A | \$ 0 |
| Common Stock | 08/01/2018 | | M ⁽²⁾ | | 24,876 | A | \$ 149.02 |
| Common Stock | 08/01/2018 | | S ⁽²⁾ | | 1,990 | D | \$ 339.9732 |
| Common Stock | 08/01/2018 | | S ⁽²⁾ | | 3,610 | D | \$ 340.7805 |
| | 08/01/2018 | | S ⁽²⁾ | | 7,064 | D | |

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| | | | | | | | | |
|--------------|------------|--|------|-------|---|---------------------|--------|---|
| Common Stock | | | | | | \$ 341.7857 (5) | | |
| Common Stock | 08/01/2018 | | S(2) | 3,884 | D | \$ 342.6813 (6) | 47,446 | D |
| Common Stock | 08/01/2018 | | S(2) | 700 | D | \$ 343.8114 (7) | 46,746 | D |
| Common Stock | 08/01/2018 | | S(2) | 2,900 | D | \$ 344.9099 (8) | 43,846 | D |
| Common Stock | 08/01/2018 | | S(2) | 900 | D | \$ 346.1333 (9) | 42,946 | D |
| Common Stock | 08/01/2018 | | S(2) | 300 | D | \$ 346.8433 (10) | 42,646 | D |
| Common Stock | 08/01/2018 | | S(2) | 100 | D | \$ 349.43 | 42,546 | D |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 149.02 | 08/01/2018 | | M(2) | 24,876 | 04/27/2014 | 04/26/2021 | Common Stock | 24,876 |
| Stock Option | \$ 204.01 | | | | | 04/25/2015 | 04/24/2022 | Common Stock | 16,923 |
| | \$ 245.86 | | | | | 04/24/2016 | 04/23/2023 | | 15,741 |

| Stock Option | | | | Common Stock | |
|--------------|-----------|--|-----------------------|--------------|--------|
| Stock Option | \$ 248.22 | | 04/30/2017 04/29/2024 | Common Stock | 12,266 |
| Stock Option | \$ 231.88 | | 04/01/2018 03/31/2025 | Common Stock | 14,380 |
| Stock Option | \$ 234.38 | | 04/01/2019 03/31/2026 | Common Stock | 23,827 |
| Stock Option | \$ 231.2 | | 04/03/2020 04/02/2027 | Common Stock | 36,415 |
| Stock Option | \$ 276.64 | | 04/02/2021 04/01/2028 | Common Stock | 46,063 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045 | X | | Chairman and CEO | |

Signatures

Hugo Dubovoy, Jr., as
attorney-in-fact

08/02/2018

__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) These were performance vested restricted stock units ("PRSUs"), granted on August 1, 2015. The performance goals for the three-year period ended July 31, 2018 were met, as certified by W.W. Grainger, Inc.'s (the "Company") Compensation Committee of the Board of Directors on August 1, 2018. The PRSUs will vest on August 1, 2022 if Reporting Person remains continuously employed by the Company through that date.
- (2) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.29 to \$340.28, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) through (10) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.29 to \$341.26, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.32 to \$342.31, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.33 to \$343.29, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.43 to \$344.41, inclusive.

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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.45 to \$345.43, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.66 to \$346.62, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.77 to \$346.88, inclusive.

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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