

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2011-12-31**  
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### REPORTING OWNER

**JADIN RONALD L**

CIK: **1378934**

Type: **5** | Act: **34** | File No.: **001-05684** | Film No.: **13520922**

Mailing Address  
*100 GRAINGER PARKWAY  
LAKE FOREST IL 60045*

### ISSUER

**GRAINGER W W INC**

CIK: **277135** | IRS No.: **361150280** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
SIC: **5000** Durable goods

Mailing Address  
*100 GRAINGER PARKWAY  
LAKE FOREST IL 60045*

Business Address  
*100 GRAINGER PARKWAY  
LAKE FOREST IL 60045-5201  
847-535-1000*

# FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>JADIN RONALD L</b>			2. Issuer Name and Ticker or Trading Symbol <b>GRAINGER W W INC [GWW]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Sr. VP &amp; CFO</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2011</b>					
100 GRAINGER PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) <b>LAKE FOREST, IL 60045</b>								
(City)	(State)	(Zip)						

**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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/21/2011		G	1,025	A	\$ 0 <sup>(1)</sup>	17,901	D	
Common Stock	12/21/2011		G	1,025	D	\$ 0 <sup>(1)</sup>	0	I	By wife. <sup>(3)</sup>
Common Stock	12/30/2011		G	4,401	D	\$ 0 <sup>(2)</sup>	13,500	D	
Common Stock	12/30/2011		G	4,401	A	\$ 0 <sup>(2)</sup>	4,401	I	By wife. <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Option	\$54.14						04/28/2007	04/27/2014	Common Stock	3,900	3,900	I	By wife.

Option	\$52.29					04/27/2008	04/26/2015	Common Stock	5,000		5,000	I	By wife.
Option	\$76.61					04/26/2009	04/25/2016	Common Stock	3,500		3,500	D	
Option	\$83.08					04/25/2010	04/24/2017	Common Stock	3,200		3,200	D	
Option	\$85.82					04/30/2011	04/29/2018	Common Stock	13,500		13,500	D	
Option	\$81.49					04/29/2012	04/28/2019	Common Stock	30,000		30,000	D	
Option	\$108.15					04/28/2013	04/27/2020	Common Stock	29,000		29,000	D	
Option	\$149.02					04/27/2014	04/26/2021	Common Stock	25,336		25,336	D	

**Explanation of Responses:**

1. On December 21, 2011, Mr. Jadin acquired 1,025 shares through a gift from his wife.
2. On December 30, 2011, Mr. Jadin disposed of 4,401 shares through a gift to his wife.
3. Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

**Signatures**

David L. Rawlinson, as attorney-in-fact

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**