

KEYSER RICHARD L
Form 4/A
September 01, 2009

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 *
KEYSER RICHARD L

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

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
05/04/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/30/2009		S		300 D \$ 83.547	180,025 ⁽¹⁾	D
Common Stock	04/30/2009		S		300 D \$ 83.5475	179,725 ⁽¹⁾	D
Common Stock	04/30/2009		S		250 D \$ 83.55	179,475 ⁽¹⁾	D
Common Stock	04/30/2009		S		200 D \$ 83.56	179,275 ⁽¹⁾	D
Common Stock	04/30/2009		S		1,300 D \$ 83.57	177,975 ⁽¹⁾	D

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Common Stock	04/30/2009	S	100	D	\$ 83.585	177,875 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.59	177,775 <u>(1)</u>	D
Common Stock	04/30/2009	S	56	D	\$ 83.64	177,719 <u>(1)</u>	D
Common Stock	04/30/2009	S	94	D	\$ 83.68	177,625 <u>(1)</u>	D
Common Stock	04/30/2009	S	200	D	\$ 83.7	177,425 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.715	177,325 <u>(1)</u>	D
Common Stock	04/30/2009	S	200	D	\$ 83.72	177,125 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.732	177,025 <u>(1)</u>	D
Common Stock	04/30/2009	S	300	D	\$ 83.7325	176,725 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.7375	176,625 <u>(1)</u>	D
Common Stock	04/30/2009	S	704	D	\$ 83.75	175,921 <u>(1)</u>	D
Common Stock	04/30/2009	S	100	D	\$ 83.79	175,821 <u>(1)</u>	D
Common Stock	04/30/2009	S	196	D	\$ 83.8	175,625 <u>(1)</u>	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

								Amount or Number of Shares
					Date Exercisable	Expiration Date	Title	
	Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYSER RICHARD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X		Chairman Emeritus	

Signatures

C. L. Kogl, as
attorney-in-fact

09/01/2009

__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) The reason for the amendment is to report correctly the number of shares of the issuer's common stock owned by the Reporting Person following each transaction on the original Form 4 filed on 5/4/2009.

Remarks:

This is the second of two Forms 4 to report all April 30, 2009 transactions for the reporting person.

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.