

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:
3235-0287
Expires:
January 31, 2005
Estimated average
burden hours per
response 0.5

{ } 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

(Print or Type Responses) Investment Company Act of 1940

1. Name and Address of Reporting Person* KEYSER RICHARD L	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC GWV	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle) 100 GRAINGER PARKWAY, (Street) LAKE FORES - IL - 60045-52 T 01 (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 05-14-2008 4. If Amendment, Date Original Filed (Month/Day/Year)	(give title below) (specify below) Chairman and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05-14-2008		S	2,000 D \$90.355	249,665	D	
Common Stock	05-14-2008		S	1,100 D \$90.36	248,565	D	
Common Stock	05-14-2008		S	2,000 D \$90.365	246,565	D	
Common Stock	05-14-2008		S	3,200 D \$90.37	243,365	D	
Common Stock	05-14-2008		S	3,000 D \$90.375	240,365	D	
Common Stock	05-14-2008		S	1,500 D \$90.38	238,865	D	
Common Stock	05-14-2008		S	800 D \$90.4	238,065	D	
Common Stock	05-14-2008		S	3,100 D \$90.41	234,965	D	
Common Stock	05-14-2008		S	6,400 D \$90.42	228,565	D	
Common Stock	05-14-2008		S	4,800 D \$90.43	223,765	D	
Common Stock	05-14-2008		S	500 D \$90.44	223,265	D	

Common Stock	05-14-2008	S		100	D	\$90.445	223,165	D	
Common Stock	05-14-2008	S		300	D	\$90.45	222,865	D	
Common Stock	05-14-2008	S		100	D	\$90.4525	222,765	D	
Common Stock	05-14-2008	S		100	D	\$90.455	222,665	D	
Common Stock	05-14-2008	S		100	D	\$90.4575	222,565	D	
Common Stock	05-14-2008	S		200	D	\$90.47	222,365	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	3a.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Executed Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities (Instr. 4)	Ownership Form of Derivative Security (D) or Indirect (I)	Nature of Indirect Beneficial Ownership (Instr. 4)

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

Explanation of Responses:

Remarks:

This is the second of two Forms 4 to report all May 14, 2008 transactions for the reporting person.

Signatures

J. L. Howard, as attorney-in-fact / 05-15-2008

** Signature of Reporting Person / Date

* 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).

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