

FORM 4

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

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OMB APPROVAL  
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OMB Number:  
3235-0287  
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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

(Print or Type Responses) Investment Company Act of 1940

1. Name and Address of Reporting Person* HALL WILLIAM K	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC GW	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input 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) 06-01-2008	(give title below) (specify below)
	4. If Amendment, Date Original Filed (Month/Day/Year)	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					3,000	D	

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 Execut. Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership Form of Derivative Security	11. Nature of Indirect or Beneficial Ownership (Instr. 4)
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Code	V	(A)	(D)	Date	Expir- tion Date	Number of Shares	Title	Amount	5)	Officially	ity	Owned	Direct	or	following	(D) or	reported	Indirect	tran.(s)	(I)	(Inst.4)	Instr. 4	
																							Stock Un- its
#1					#2	#2																	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL WILLIAM K 100 GRAINGER PARKWAY LAKE FOREST IL 60045-5201	X	.		

Explanation of Responses:

- 1 1-for-1
- 2 The stock units are expected to settle in cash following termination of service as a director.

Remarks:

Signatures

C. L. Kogl, as attorney-in-fact / 06-03-2008  
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 \*\* 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 specifically asks for their information.