

GRAINGER W W INC  
Form 8-K  
April 16, 2003

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) April 16, 2003

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W.W. Grainger, Inc.

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*(Exact Name of Registrant as Specified in its Charter)*

Illinois

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*(State or Other Jurisdiction of Incorporation)*

1-5684

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*(Commission File Number)*

36-1150280

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*(I.R.S. Employer Identification No.)*

100 Grainger Parkway, Lake Forest, Illinois

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*(Address of Principal Executive Offices)*

60045-5201

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*(Zip Code)*

(847) 535-1000

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*(Registrant's Telephone Number, Including Area Code)*

Not Applicable

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*(Former Name or Former Address, if Changed Since Last Report)*

**Item 7. Financial Statements and Exhibits**

(c) Exhibits (numbered in accordance with Item 601 of regulation S-K).

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release announcing financial results for the quarter ended March 31, 2003
99.2	Supplemental financial information for the quarter ended March 31, 2003

**Item 9. Regulation FD Disclosure**

The information included in this report is intended to be furnished under "Item 12. Results of Operations and Financial Condition" and is furnished under "Item 9. Regulation FD Disclosure" in accordance with SEC Release No. 34-47583.

On April 16, 2003, the registrant issued a press release announcing financial results for the quarter ended March 31, 2003. A copy is provided as Exhibit 99.1 to this report.

On April 16, 2003, the registrant issued to interested parties supplemental financial information for the quarter ended March 31, 2003. A copy is provided as Exhibit 99.2 to this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 16, 2003

W.W. GRAINGER, INC.

By: /s/ P.O. Loux

P.O. Loux  
Senior Vice President, Finance  
and Chief Financial Officer