2007 ANNUAL REPORT



Grainger defined:

noun the leading distributor of everything you need to maintain a facility

verb to serve your needs easily, fast and problem free

Many people are familiar with the name Grainger, even if they don't work with the company or know someone who does. They often say they've seen the Grainger name on a local branch, on our catalogs or in connection with one of the good causes we support.

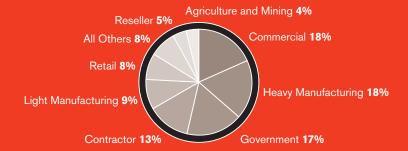
They may say that Grainger is a good company...good in the sense of well run, a strong performer with dedicated employees and solid standing in its markets and communities.

Yet, Grainger is not a household name. Ask people on the street if they know what Grainger does, and the answer is frequently, "I'm not sure," or "I really don't know."

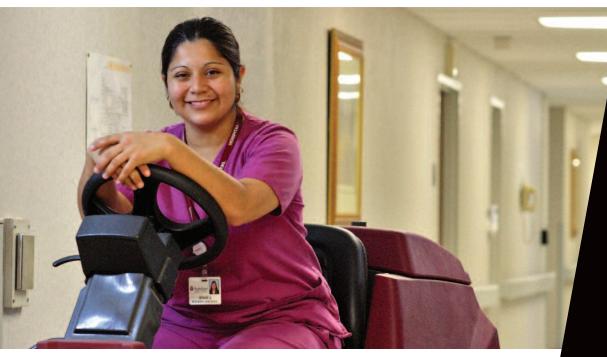
That's understandable. We're a business-to-business distributor, and we do not manufacture anything. We're a service business. We help people maintain and repair buildings, so the rest of us can be safe, comfortable and productive.

In the shareholder letter, Grainger's Chairman and CEO talks about who and what Grainger is...highlighting some key roles the company plays in helping business, the public sector and society.

2007 SALES BY CUSTOMER CATEGORY









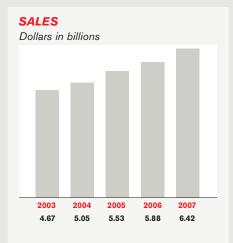
GRAINGER®
FOR THE ONES WHO GET IT DONE

W.W. Grainger, Inc., distributes a broad offering of maintenance, repair and operating products to businesses and institutions throughout North America and in China. Grainger uses multiple channels to serve its 1.8 million customers. Founded in 1927, the company is headquartered in Lake Forest, Illinois.

FINANCIAL HIGHLIGHTS

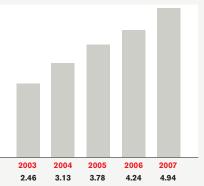
(In thousands of dollars, except per share amounts)	2007	2006	% Change
Income Statement			
Net sales	\$6,418,014	\$5,883,654	9.1%
Gross profit	2,603,623	2,354,150	10.6%
As a percent of net sales	40.6%	40.0%	
Operating earnings	670,653	578,071	16.0%
As a percent of net sales	10.5%	9.8%	
Earnings before income taxes	681,861	603,023	13.1%
As a percent of net sales	10.6%	10.2%	
Net earnings	\$420,120	\$383,399	9.6%
As a percent of net sales	6.6%	6.5%	
Per Share			
Earnings – diluted	\$4.94	\$4.24	16.5%
Cash dividends paid	1.340	1.110	20.7%
Average number of shares outstanding - diluted	85,044,963	90,523,774	(6.1)%
Balance Sheet and Cash Flow			
Working capital	\$974,414	\$1,155,763	(15.7)%
Cash flow from operations	468,875	436,753	7.4%
Additions to property, buildings and equipment	188,867	127,814	47.8%
Financial Ratios and Other Data			
Return on average shareholders' equity	19.7%	17.2%	
Return on average total capitalization	19.2%	17.2%	
Return on invested capital (ROIC)*	28.5%	26.4%	
Number of branches	610	593	
Number of employees	18,036	17,074	

^{*} See page 7 for definition



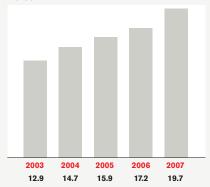
EARNINGS PER SHARE - DILUTED

Dollars



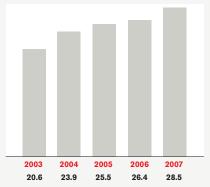
RETURN ON EQUITY

Percent



RETURN ON INVESTED CAPITAL*

Percent



TO OUR SHAREHOLDERS



Richard L. KeyserChairman and
Chief Executive Officer

HIGHLIGHTS OF 2007

- Posted record sales of \$6.4 billion, up 9 percent
- Reported record earnings per share of \$4.94, up 17 percent
- Increased operating margin
 70 basis points, to 10.5 percent
- Generated pretax return on invested capital of 28.5 percent
- Repurchased 7.1 million shares
- Raised quarterly dividend
 21 percent, to \$.35 per share

GOALS FOR 2008

- · Increase sales by 7 to 10 percent
- Achieve operating margins of 10.8 to 11.2 percent
- Post earnings per share of \$5.65 to \$6.00
- Complete branch and sales expansion in top 25 U.S. markets

The year 2007 was outstanding for Grainger. We achieved \$6.4 billion in sales, up 9 percent, and posted earnings per share of \$4.94, up 17 percent.

In addition, we returned \$760 million to shareholders through the purchase of 7.1 million shares of stock and our quarterly dividends, which increased 21 percent. This was the 36th straight year that Grainger raised its quarterly dividend.

The year was significant in a number of other ways. We introduced more than 45,000 new products to our Grainger catalog and strengthened our presence in major markets. Through our e-commerce channel alone, we generated more than \$1 billion in annual sales, putting us among the top U.S. online sellers.

This performance did not just happen. The hard work of our employees and their genuine interest in our customers produced these terrific results.

A closer look at 2007

Despite a slower-growing North American economy, Grainger performed well...a testament to our people serving customers even better. The investments we've made in technology, market expansion and product-line expansion are paying off.

Here's a business overview of 2007:

- Grainger's Branch-based segment recorded a 9 percent growth in sales, while improving operating margins. A diverse group of customers contributed to the gain in market share, including those in government, commercial services and manufacturing.
- Our business in Mexico registered a 23 percent increase in sales. To capitalize on the country's economic growth and help Grainger become the first national broad-line industrial distributor, we expanded our logistics network adding seven branches to give customers greater access to our products.
- Acklands Grainger, our Canadian business, completed the first full year of an impressive turnaround, doubling operating earnings.
- Lab Safety Supply, our direct marketing business, grew by 6 percent, yet we can do better. We're stepping up efforts to reinvigorate growth in Lab Safety by improving our media offering including new, innovative Web sites and by pursuing carefully selected acquisitions.

How Grainger creates lasting value

On the face of it, our company engages in some fairly straightforward activities: providing maintenance, repair and operating (MRO) supplies to people who maintain facilities.

We take pride in making it look easy. Yet what appears simple or basic is far from it. To do what we do – quickly, efficiently, consistently, profitably and with a human touch – requires us to be a logistics organization...a supply-chain expert...a sophisticated information technology company.

Most important, we are a customer-service specialist and a consultant to management. And when an emergency strikes, we provide essential products to first responders and to the community. In all of these ways, we are a key partner to the public and private sectors.

Our aim is to be known to our customers as their high-performance team...their reliable, go-to source for vast product selection, fast turnaround, competitive pricing, excellent counsel and superb service.

Poised to perform

As competition around the globe intensifies, businesses and institutions face constant pressure to manage their costs and be more effective.

That's especially true for people who maintain facilities. To stay competitive and grow, our customers need to make optimal use of their physical assets by streamlining procedures, improving inventory management, consolidating suppliers and much more.

Grainger has the resources to assist the people who manage facilities and operations, by helping them reduce costs, save time and ensure safe, comfortable working conditions.

Our company is positioned to compete in all phases of the economic cycle, and our diversification is a major plus. Grainger customers represent every Standard Industrial Classification (SIC) code in the United States, as well as virtually every level of government, in every county in the United States. We're also well positioned in Canada and expanding in Mexico and China.

Values driving performance

Grainger is distinguished by more than our products and the speed with which we deliver them. Our employees place great importance on serving customers exceptionally well and on establishing long-term relationships.

We also are deeply committed to our communities. Our employees demonstrate the spirit of good corporate citizenship again and again, through their volunteer efforts and other contributions. We believe that, as a company, Grainger can do the greatest long-term good by focusing on two areas that allow us to leverage our expertise and assets: disaster response and technical education.

Our close association with the American Red Cross has led to our national sponsorship of Ready When the Time Comes, a Red Cross program that trains corporate volunteers in disaster relief. And through collaboration with the American Association of Community Colleges, we're investing in our country's future workforce through technical education and scholarships.

Looking ahead

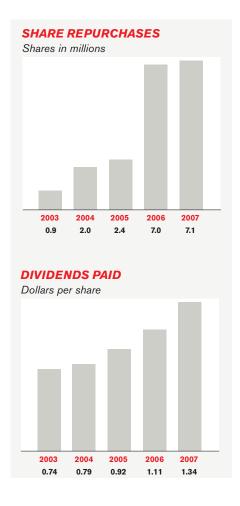
Our strong financial performance and cash generation allow us to be opportunistic, giving us greater latitude in planning for growth and determining our future. We continue to invest in projects that advance our standing in the market and help us capture more business.

On March 1, 2008, Ronald L. Jadin, our Controller, will become Chief Financial Officer. He is replacing P. Ogden Loux, our Chief Financial Officer for the past 11 years, who remains with Grainger as Vice Chairman, providing me counsel on various business issues. This transition is testimony to our proven succession planning process.

As we look at the world around us, we see plenty of opportunity for growth. We intend to capitalize on the opportunity – just as William Wallace Grainger did in 1927 when he started this company – by providing great service, forming lasting relationships and pursuing our goal to remain the leader in our industry.

Sincerely,

R. L. Keyser February 27, 2008



CORPORATE GOVERNANCE AT A GLANCE (As of 02/27/08)

Board	Accour	ntability
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Disclosure Committee function for financial reporting Yes Independent Audit Committee Audit Committee has a financial expert Audit Committee has a financial expert Yes Company discloses financial performance targets Shareholder Rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Fenvironmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes Company has program to monitor its policies on corruption and bribery	Financial Disclosure and Internal Controls	
Independent Audit Committee Audit Committee has a financial expert Auditors elected at most recent annual meeting Company discloses financial performance targets Shareholder Rights Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Fenvironmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes Company has program to monitor its policies on corruption and bribery	Charters for Audit, Compensation and Board Affairs and Nominating Committees	s Yes
Audit Committee has a financial expert Auditors elected at most recent annual meeting Company discloses financial performance targets Shareholder Rights Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes Company has program to monitor its policies on corruption and bribery	Disclosure Committee function for financial reporting	Yes
Auditors elected at most recent annual meeting Company discloses financial performance targets Shareholder Rights Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company has program to monitor its policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes	Independent Audit Committee	Yes
Company discloses financial performance targets Shareholder Rights Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Fenvironmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company has program to monitor its policies on corruption and bribery Yes Company has program to monitor its policies on corruption and bribery	Audit Committee has a financial expert	Yes
Shareholder Rights Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Auditors elected at most recent annual meeting	Yes
Shareholders have cumulative voting rights Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Yes Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Company discloses financial performance targets	Yes
Shareholders may call special meetings Employees may vote their shares in company-sponsored plans All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Yes Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Shareholder Rights	
Employees may vote their shares in company-sponsored plans Yes All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Shareholders have cumulative voting rights	Yes
All stock-based incentive plans have been approved by shareholders An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Shareholders may call special meetings	Yes
An independent tabulator tabulates shareholder votes Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Yes Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Employees may vote their shares in company-sponsored plans	Yes
Company has a shareholder rights plan Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Company has environmental, health and safety guidelines Finironmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	All stock-based incentive plans have been approved by shareholders	Yes
Company posts its articles of incorporation and bylaws on Web site Executive Compensation Independent Compensation Committee Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm Company publishes core vision and values statement Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	An independent tabulator tabulates shareholder votes	Yes
Executive Compensation Independent Compensation Committee Yes Board Compensation Committee has independent compensation consultant Yes Executive compensation is tied to performance; numeric criteria are disclosed Yes Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Yes Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes	Company has a shareholder rights plan	Yes
Independent Compensation Committee Board Compensation Committee has independent compensation consultant Yes Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Company posts its articles of incorporation and bylaws on Web site	Yes
Board Compensation Committee has independent compensation consultant Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery	Executive Compensation	
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Executive compensation is tied to performance; numeric criteria are disclosed Corporate Behavior A Company employee is tasked with environmental responsibilities Yes Company has environmental, health and safety guidelines Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery		Yes
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Company has environmental, health and safety guidelines Yes Environmental and workplace safety policy is disclosed Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery		Yes
Environmental and workplace safety policy is disclosed Yes Environmental performance is audited by an outside firm No Company publishes core vision and values statement Yes Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes		Yes
Environmental performance is audited by an outside firm Company publishes core vision and values statement Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery		Yes
Company publishes core vision and values statement Company compares its governance policies to external best practices Company has program to monitor its policies on corruption and bribery Yes		No
Company compares its governance policies to external best practices Yes Company has program to monitor its policies on corruption and bribery Yes	· · · · · · · · · · · · · · · · · · ·	Yes
Company has program to monitor its policies on corruption and bribery Yes		Yes
		Yes
	Company has a code of ethics (Business Conduct Guidelines)	Yes

Company has an ethics officer function

Training on ethical behavior is required for all employees

CORPORATE SOCIAL RESPONSIBILITY



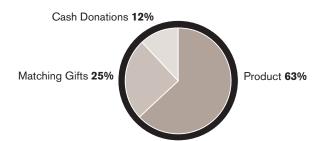
In January 2008, Dick Keyser (center) served a dual role on the floor of the New York Stock Exchange, ringing the opening bell and helping launch the Ready When the Time Comes program in greater New York. Grainger is the national founding sponsor and a key supporter of the American Red Cross effort. "Courtesy NYSE Euronext/Photo by M. Nudelman"

Grainger has a deep resolve to give back to the community, dating to the company's founding 81 years ago. During 2007, the company donated \$10 million to not-for-profit organizations. Employees can, in effect, quadruple their own charitable contributions by taking advantage of the company's generous three-for-one match.

Additionally, Grainger sponsors many far-reaching initiatives aimed at disaster relief and technical education. They include:

- Ready When the Time Comes national corporate volunteer program
- Grainger Rebuilding America® program
- Grainger Tools for Tomorrow® scholarship program

2007 CHARITABLE CONTRIBUTIONS



Yes

Yes

HISTORICAL FINANCIAL SUMMARY

		2007	2006	2005
Financial	Net sales	\$6,418,014	\$5,883,654	\$5,526,636
Summary (\$000)	Earnings before income taxes and	, ,		
	cumulative effect of accounting change	681,861	603,023	532,674
	Income taxes	261,741	219,624	186,350
	Earnings before cumulative effect of accounting change	420,120	383,399	346,324
		_	· <u> </u>	· _
	· · · · · · · · · · · · · · · · · · ·	420,120	383,399	346,324
	•	974,414	1,155,763	1,290,188
	• .		127,814	112,29
		,	,	•
		106.839	100,975	98,08
	Earnings before income taxes and cumulative effect of accounting change along the taxes and cumulative effect of accounting change are specified accounting change and the tax of the tax o	1,862,086	1,985,539	
			3,046,088	3,107,92
			2,177,615	2,288,976
	· ·		97,896	82,663
	•	·	4,895	4,89
Per Share (\$)	Net sales \$6,418,014 \$5,883,61	4.36	3.8	
	Earnings – diluted	4.94	4.24	3.78
	Cash dividends paid	1.340	1.110	0.920
	Book value	26.40	25.90	25.5
	Year-end stock price	87.52	69.94	71.10
Ratios	Percent of return on average shareholders' equity	19.7	17.2	15.9
	Percent of return on average total capitalization	19.2	17.2	15.9
	Earnings before income taxes and cumulative effect	y, buildings and equipment ortization of property, buildings 106,839 1,800,817 3,094,028 2,098,108 113,093 current maturities) 4,895 5.10 4.94 1.340 26.40 87.52 average shareholders' equity average total capitalization me taxes and cumulative effect rige as a percent of net sales 10.6 ulative effect of accounting nt of net sales as a percent of net earnings 26.9 and of total capitalization 5.0 percent of total assets 58.2 mover – LIFO 4.3 mover – FIFO 3.1 hares outstanding – basic 82,403,958		
	of accounting change as a percent of net sales	10.6	10.2	9.6
	Earnings before cumulative effect of accounting			
	change as a percent of net sales	6.6	6.5	6.3
	Cash dividends paid as a percent of net earnings	26.9	25.5	23.9
	Total debt as a percent of total capitalization	5.0	0.4	0.4
		58.2	61.1	63.9
	Current assets to current liabilities	2.2	2.6	2.9
	Average inventory turnover - LIFO	4.3	4.4	4.
	•	3.1	3.1	3.2
Other Data	Average number of shares outstanding – basic	82,403,958	87,838,723	89,568,746
	Average number of shares outstanding - diluted		90,523,774	91,588,295
	· · · · · · · · · · · · · · · · · · ·	18,036	17,074	16,732
	· ·		2,699	2,50'
	•		593	589
				82,400

Notes: 2002 net earnings include a charge for the cumulative effect of accounting change of \$23,921,000, or \$0.26 per share, and special credits of \$4,458,000, or \$0.05 per share, for gains on sales of investment securities and \$1,183,000, or \$0.01 per diluted share, for the reduction of the reserves established in 2001.

1997	1998	1999	2000	2001	2002	2003	2004
\$4,226,941	\$4,438,975	\$4,636,275	\$4,977,044	\$4,754,317	\$4,643,898	\$4,667,014	\$5,049,785
389,636	400,847	303,750	331,595	297,280	397,837	381,090	445,139
157,803	162,343	123,019	138,692	122,750	162,349	154,119	158,216
231,833	238,504	180,731	192,903	174,530	235,488	226,971	286,923
	_	_	_	_	(23,921)	_	_
231,833	238,504	180,731	192,903	174,530	211,567	226,971	286,923
649,107	541,872	600,611	735,678	838,800	898,681	926,773	1,108,384
105,756	132,857	111,900	65,507	100,451	133,978	74,064	128,276
63,257	58,256	72,446	81,898	77,737	75,226	74,583	85,566
1,185,283	1,206,429	1,471,145	1,483,002	1,392,611	1,484,947	1,633,413	1,744,416
2,000,116	2,103,966	2,564,826	2,459,601	2,331,246	2,437,448	2,624,678	2,809,573
1,294,661	1,278,741	1,480,529	1,537,386	1,603,189	1,667,698	1,845,135	2,067,970
53,934	56,683	58,817	62,863	65,445	66,467	67,281	71,243
131,201	122,883	124,928	125,258	118,219	119,693	4,895	_
2.30	2.48	1.95	2.07	1.87	2.30	2.50	3.18
2.27	2.44	1.92	2.05	1.84	2.24	2.46	3.13
0.530	0.585	0.630	0.670	0.695	0.715	0.735	0.785
13.25	13.68	15.85	16.37	17.17	18.21	20.27	22.83
48.59	41.63	47.81	36.50	48.00	51.55	47.39	66.62
16.8	18.5	13.1	12.8	11.1	12.9	12.9	14.7
15.2	16.3	11.0	11.2	10.2	13.6	12.3	14.2
9.2	9.0	6.6	6.7	6.3	8.6	8.2	8.8
5.5	5.4	3.9	3.9	3.7	5.1	4.9	5.7
23.3	23.8	32.5	32.6	37.5	31.4	29.6	24.8
10.9	15.5	23.3	17.3	7.8	7.2	7.5	0.5
59.3	57.3	57.4	60.3	59.7	60.9	62.2	62.1
2.2	1.8	1.7	2.0	2.5	2.5	2.3	2.7
4.1	4.4	4.1	4.6	4.7	4.5	4.4	4.6
3.2	3.4	3.2	3.2	3.3	3.2	2.9	3.3
100,604,518	96,231,829	92,836,696	93,003,813	93,189,132	91,982,430	90,731,013	90,206,773
102,178,952	97,846,658	94,315,479	94,223,815	94,727,868	94,303,497	92,394,085	91,673,375
15,154	15,270	16,730	16,192	15,385	15,236	14,701	15,523
1,947	1,887	1,879	1,708	1,641	1,650	1,741	2,154
522	532	562	572	579	576	575	582
78,100	78,400	81,100	85,200	99,900	98,700	88,400	82,300

Notes: 2001 net earnings include a special charge of \$36,650,000, or \$0.39 per share, to establish a reserve related to the shutdown of Material Logic.

2000 net earnings include gains on the sales of investment securities of \$17,860,000, or \$0.19 per share.

Note on ROIC

The GAAP financial statements are the source for all amounts used in the Return on Invested Capital (ROIC) calculation. ROIC is calculated using annualized operating earnings based on year-to-date operating earnings divided by a 13-point average for net working assets. Net working assets are working assets minus working liabilities defined as follows: working assets equal total assets less cash equivalents (nonoperating cash), deferred taxes and investments in unconsolidated entities, plus the LIFO reserve. Working liabilities are the sum of trade payables, accrued compensation and benefits, accrued contributions to employees' profit sharing plans and accrued expenses.

BOARD OF DIRECTORS



Brian P. Anderson Former Executive Vice President and Chief Financial Officer, OfficeMax Incorporated, Itasca, III. (1*, 2)



Wilbur H. Gantz Executive Chairman, Ovation Pharmaceuticals Inc., Deerfield, Ill. (1, 2)



V. Ann Hailey
Former Executive Vice
President, Limited
Brands, Inc.,
Columbus, Ohio
(1, 2)



William K. Hall Co-founder and Chairman, Procyon Technologies Inc., Downers Grove, Ill. (1, 2)



Richard L. Keyser Chairman of the Board and Chief Executive Officer



Stuart L. Levenick Group President, Caterpillar Inc., Peoria, III. (2, 3)



John W. McCarter, Jr.
President and Chief
Executive Officer,
The Field Museum of
Natural History,
Chicago, Ill.
(2*, 3)



Neil S. Novich Former Chairman, President and Chief Executive Officer, Ryerson Inc., Chicago, Ill. (2, 3)



Michael J. Roberts
Chief Executive
Officer and Founder,
Westside Holdings, LLC,
Chicago, Ill.
(2, 3)



Gary L. RogersFormer Vice Chairman,
General Electric Company,
Fairfield, Conn.
(2, 3)



James T. Ryan
President and Chief
Operating Officer



James D. Slavik Chairman, Mark IV Capital, Inc., Newport Beach, Calif. (1, 2)



Harold B. Smith Chairman of the Executive Committee, Illinois Tool Works Inc., Glenview, Ill. (2, 3*)

- (1) Member of Audit Committee
- (2) Member of Board Affairs and Nominating Committee
- (3) Member of Compensation Committee
 - * Committee Chair

EXECUTIVE MANAGEMENT

Richard L. Keyser

Chairman of the Board and Chief Executive Officer

James T. Ryan

President and Chief Operating Officer

Y.C. Chen

President, Grainger Industrial Supply

Timothy M. Ferrarell

Senior Vice President, Enterprise Processes and Systems

Nancy A. Hobor

Senior Vice President, Communications and Investor Relations

John L. Howard

Senior Vice President and General Counsel

Ronald L. Jadin

Senior Vice President and Chief Financial Officer **

P. Ogden Loux

Vice Chairman **

Lawrence J. Pilon

Senior Vice President, Human Resources

John A. Schweig

Senior Vice President, Strategy and Development

** Effective March 1, 2008

OPERATING MANAGEMENT

Court D. Carruthers

Senior Vice President; President, Acklands – Grainger Inc.

Patrick H. Davidson

Senior Vice President, Sales and Marketing U.S. Branch-based Business

Cesar A. Lanuza

Vice President, Country Manager, Grainger, S.A. de C.V.

Larry J. Loizzo

Senior Vice President; President, Lab Safety Supply, Inc.

D.G. Macpherson

Senior Vice President, Supply Chain U.S. Branch-based Business ***

Bonnie J. McIntyre

Vice President,

International Market Development

Michael A. Pulick

Senior Vice President, Customer Service U.S. Branch-based Business

Steve Yin

Vice President and General Manager, China

*** Effective February 4, 2008

ESIGN: Anonymous Des

SHAREHOLDER AND MEDIA INFORMATION

Company Headquarters

W.W. Grainger, Inc. 100 Grainger Parkway Lake Forest, Illinois 60045-5201 847.535.1000 Phone 847.535.0878 Fax

Annual Meeting

The 2008 Annual Meeting of Shareholders will be held at the company's headquarters in Lake Forest, Ill., at 10:00 a.m. CDT on Wednesday, April 30, 2008.

Auditors

Ernst & Young LLP Sears Tower 233 South Wacker Drive Chicago, Illinois 60606-6301

Common Stock Listing

The company's common stock is listed on the New York and Chicago stock exchanges under the trading symbol GWW.

Transfer Agent, Registrar and Dividend Disbursing Agent

Instructions and inquiries regarding transfers, certificates, changes of title or address, lost or missing dividend checks, consolidation of accounts and elimination of multiple mailings should be directed to:

Computershare Investor Services P.O. Box 43078 Providence, RI 02940-3078 800.446.2617

Dividend Direct Deposit

Shareholders of record have the opportunity to have their quarterly dividends electronically deposited directly into their checking, money market or savings accounts at financial institutions that participate in the automated clearinghouse system.

Shareholders who are interested in taking advantage of this service or would like more information on the program should contact Computershare.

Investor Relations Contacts

Nancy A. Hobor Senior Vice President, Communications and Investor Relations 847.535.0065

Laura D. Brown Vice President, Investor Relations 847.535.0409

William D. Chapman Director, Investor Relations 847.535.0881 Upon written request to Investor Relations, we will provide, free of charge, a copy of our Form 10-K for the fiscal year ended December 31, 2007.

Grainger's Annual Report, Fact Book, Form 10-K, Form 10-O, proxy statement and other filings with the Securities and Exchange Commission, as well as news releases including quarterly earnings and monthly sales, can be accessed free of charge at the Investor Relations section of the company's Web site at www.grainger.com/investor. For more information, contact Investor Relations at 847.535.1000.

Requests for other company-related information should be made to Cristen L. Kogl, Corporate Secretary, at the company's headquarters.

Media Relations Contacts

Ernest L. Duplessis Vice President, Internal and External Communications 847.535.4356

Debra Ceffalio Regional Communications Director, West Region 949.255.1368

Robb M. Kristopher Regional Communications Director, Central Region 847.535.0879

Michael E. McGrew Regional Communications Director, East Region 678.540.0141

Trademarks

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AIR HANDLER, DAYTON, DEM-KOTE and SPEEDAIRE are the trademarks or service marks of Dayton Electric Manufacturing Co., a wholly owned subsidiary of W.W. Grainger, Inc., which may be registered in the United States and/or other countries.

AW DIRECT, BEN MEADOWS, CONSTRUCTION BOOK EXPRESS, GEMPLER'S, LAB SAFETY, LAB SAFETY SUPPLY, LSS, McFEELY'S, PROFESSIONAL EQUIPMENT and RAND are the trademarks or service marks of Lab Safety Supply, Inc., which may be registered in the United States and/or other countries.

All other trademarks and service marks are the property of their respective owners.

Forward-Looking Statements

This Annual Report and Form 10-K contain statements that are not historical in nature but concern future results and business plans, strategies and objectives and other matters that may be deemed to be "forward-looking statements" under federal securities laws. Grainger has generally identified such forward-looking statements in this Annual Report by using words such as "achieve, " "aim," "can," "complete," "determining," "do better," "expanding," "goals," "increase," "improving," "intend," "invest," "opportunity," "paying off," "plan," "planning," "post," "positioned," "pursuing," "stepping up" or similar expressions.

Grainger cannot guarantee that any forward-looking statement will be realized although Grainger does believe that its assumptions underlying its forward-looking statements are reasonable. Achievement of future results is subject to risks and uncertainties which could cause Grainger's results to differ materially from those which are presented.

Factors that could cause actual results to differ materially from those presented or implied in a forward-looking statement include, without limitation: higher product costs or other expenses; a major loss of customers; increased competitive pricing pressures; failure to develop or implement new technologies or business strategies; the outcome of pending and future litigation or governmental or regulatory proceedings; changes in laws and regulations; disruption of information technology or data security systems; general industry or market conditions; general economic conditions; labor shortages; facilities disruptions or shutdowns; higher fuel costs or disruptions in transportation services; natural and other catastrophes; unanticipated weather conditions; and the factors identified in Item 1A, Risk Factors of the Form 10-K for the fiscal year ended December 31, 2007.

Caution should be taken not to place undue reliance on Grainger's forward-looking statements and Grainger undertakes no obligation to publicly update the forward-looking statements, whether as a result of new information, future events or otherwise.



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