

FORM 4

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 OMB Number: 3235-0287
 Estimated average burden
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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Merriwether Deidra C <small>(Last) (First) (Middle)</small> 100 GRAINGER PARKWAY <small>(Street)</small> LAKE FOREST ILLINOIS 60045 <small>(City) (State) (Zip/Postal Code)</small> UNITED STATES <small>(Country)</small>	2. Issuer Name and Ticker or Trading Symbol W.W. GRAINGER, INC. [GWW] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/1/2026</p>	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 (give title below) <input type="checkbox"/> Other (specify below) Sr. VP & CFO 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/1/2026		A ⁽¹⁾		1,327	A	\$0	11,562	D	
Common Stock	4/1/2026		F ⁽²⁾		569	D	\$1,090.81	10,993	D	
Common Stock	4/1/2026		A ⁽³⁾		1,619	A	\$0	12,612	D	
Common Stock	4/1/2026		F ⁽⁴⁾		218	D	\$1,090.81	12,394	D	
Common Stock	4/1/2026		F ⁽⁵⁾		164	D	\$1,090.81	12,230	D	
Common Stock	4/1/2026		F ⁽⁶⁾		201	D	\$1,090.81	12,029	D	
Common Stock	4/2/2026		S ⁽⁷⁾		80	D	\$1,097.27	11,949	D	
Common Stock	4/2/2026		S ⁽⁷⁾		40	D	\$1,102.26	11,909	D	
Common Stock	4/2/2026		S ⁽⁷⁾		40	D	\$1,107.77	11,869	D	
Common Stock	4/2/2026		S ⁽⁷⁾		40	D	\$1,110.08	11,829	D	
Common Stock	4/2/2026		S ⁽⁷⁾		280	D	\$1,112.41 ⁽⁸⁾	11,549	D	
Common Stock	4/2/2026		S ⁽⁷⁾		120	D	\$1,113.93 ⁽⁹⁾	11,429	D	
Common Stock	4/2/2026		S ⁽⁷⁾		240	D	\$1,115.43 ⁽¹⁰⁾	11,189	D	
Common Stock	4/2/2026		S ⁽⁷⁾		128	D	\$1,116.81 ⁽¹¹⁾	11,061	D	
Common Stock	4/2/2026		S ⁽⁷⁾		280	D	\$1,117.83 ⁽¹²⁾	10,781	D	
Common Stock	4/2/2026		S ⁽⁷⁾		160	D	\$1,118.61 ⁽¹³⁾	10,621	D	
Common Stock	4/2/2026		S ⁽⁷⁾		40	D	\$1,119.73	10,581	D	
Common Stock	4/2/2026		S ⁽⁷⁾		40	D	\$1,122.39	10,541	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) These were vested performance stock units ("PSUs"), granted on April 1, 2023. The Company's performance over the three-year period ended December 31, 2025 achieved a payout equal to 90% of the 2023 PSU program target, as approved by the Board of Directors of the Company (the "Board") acting in executive session with only independent directors participating, on February 18, 2026 upon the earlier determination of the Compensation Committee of the Board.
- (2) Shares withheld for tax withholding for the PSU settlement described in footnote 1.
- (3) April 1, 2026 award of restricted stock units ("RSU"). All RSUs will be settled after vesting by the delivery of unrestricted shares of common stock on a one-for-one basis. This award will vest in three tranches, where 1/3 vests on April 1, 2027, 1/3 vests on April 1, 2028, and the remainder vests on April 1, 2029.
- (4) Shares withheld for tax withholding for the partial settlement of the April 1, 2023 award of RSUs. The RSU award will be settled after vesting by the delivery of unrestricted shares of common stock on a one-for-one basis. This award vested in three tranches, where 1/3 vested on April 1, 2024, 1/3 vested on April 1, 2025, and the remainder vested on April 1, 2026.
- (5) Shares withheld for tax withholding for the partial settlement of the April 1, 2024 award of RSUs. The RSU award will be settled after vesting by the delivery of unrestricted shares of common stock on a one-for-one basis. This award vests in three tranches, where 1/3 vested on April 1, 2025, 1/3 vested on April 1, 2026, and the remainder vests on April 1, 2027.
- (6) Shares withheld for tax withholding for the partial settlement of the April 1, 2025 award of RSUs. The RSU award will be settled after vesting by the delivery of unrestricted shares of common stock on a one-for-one basis. This award vests in three tranches, where 1/3 vested on April 1, 2026, 1/3 vests on April 1, 2027, and the remainder vests on April 1, 2028.
- (7) Transaction pursuant to Rule 10b5-1 trading program adopted on December 23, 2025.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,112.10 to \$1,112.88, inclusive. The reporting person undertakes to provide W.W. Grainger, Inc., any security holder of W.W. Grainger, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (8) through (13).
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,113.87 to \$1,114.05, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,115.07 to \$1,115.76, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,116.24 to \$1,117.23, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,117.35 to \$1,118.17, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,118.37 to \$1,119.22, inclusive.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merriwether Deidra C 100 GRAINGER PARKWAY LAKE FOREST ILLINOIS 60045 UNITED STATES			Sr. VP & CFO	

Signatures

/s/ Cherita Thomas, by POA from Deidra C. Merriwether, Sr. VP & CFO

4/2/2026

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

* Form 4: SEC 1474 (03-26).