

Chambers Caroline M
 Form 3/A
 October 09, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|---|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Chambers Caroline M | | (Month/Day/Year) | GRACO INC [GGG] | |
| (Last) | (First) | (Middle) | 09/28/2007 | |
| 88 11TH AVENUE NE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 10/04/2007 |
| MINNEAPOLIS, MN 55413 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Controller | | 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 |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,449.098 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|--------------|--------|--------------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/18/2008 | Common Stock | 375 | \$ 8.76 (1) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 04/12/2011 | Common Stock | 675 | \$ 12.4 (2) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 02/22/2012 | Common Stock | 5,625 | \$ 18.39 (3) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 02/19/2014 | Common Stock | 7,500 | \$ 27.91 (3) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 09/23/2014 | Common Stock | 300 | \$ 32.95 (2) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 02/17/2016 | Common Stock | 6,000 | \$ 40.68 (4) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 02/16/2017 | Common Stock | 8,000 | \$ 41.36 (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chambers Caroline M 88 11TH AVENUE NE MINNEAPOLIS, MN 55413 | Â | Â | Â Vice President and Controller | Â |

Signatures

By: Kristen C. Nelson, Attorney-in-Fact For: Caroline M. Chambers
10/09/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Employee stock option granted pursuant to the Graco Inc. Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing two years after the date of the grant.
- (2) Employee stock option granted pursuant to the Graco Inc. 1999 Employee Stock Incentive Plan. The stock option becomes exercisable three years after the date of the grant.
- (3) Employee stock option granted pursuant to the Graco Inc. Stock Incentive Plan in transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.
- (4) Employee stock option granted pursuant to the Graco Inc. 1999 Employee Stock Incentive Plan. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.
- (5) Employee stock option granted pursuant to the Amended and Restated Graco Inc. Stock Incentive Plan (2006) in transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.

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Remarks:

The Power of Attorney was inadvertently omitted from the original Form 3 filing.

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

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