Edgar Filing: Zumbolo Brian J - Form 4

Form 4											
February 21 FORN Check t if no lot	his box	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	to STATEN 16. or Filed put ons Section 17(STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Expires: Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a)									
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Zumbolo Brian J			Symbol	er Name an O INC [G		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (3. Date of Earliest Transaction				(Check all applicable)				
88 11TH AVENUE NE			Month/I)2/17/2	Day/Year) 2012			Director 10% Owner X Officer (give title Other (specify below) below) below) Vice President and General Mgr				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MINNEAF	POLIS, MN 55413	3					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)		(A) or of (D) 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each clas	s of sec	urities bene	Perso	ns who res	or indirectly. spond to the colleging		SEC 1474		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/E	Day/Year)	(Instr.	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 49.84	02/17/2012	2		А		18,600		(1)	02/17/2022	Common Stock	18,6
Reporting	g Ownei	ſS										
Reporting Owner	Name / Address			Rela	tionshi	ps						
Reporting Owner	Traine / Autress	Director	10% Owner	Officer					Other			
Zumbolo Brian 88 11TH AVEN MINNEAPOLI	IUE NE			Vice P	reside	nt a	nd Gene	ral N	lgr			
Signature	es											

By: Carrie Daniel Russell, Attorney-in-Fact For: Brian J. 02/21/2012 Zumbolo **Signature of Reporting Person Date

Explanation of Responses:

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).
- Employee stock option granted pursuant to the Graco Inc. 2010 Stock Incentive Plan in transaction exempt under Rule 16b-3. The stock (1)option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.

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 displays a currently valid OMB number.