## Edgar Filing: GRACO INC - Form 4

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						PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this box if no longer subject to Section 16. Form 4 or						Expires:January 31, 2005Estimated average burden hours per response0.5		
of the Public U	Itility Hol	ding Cor	npany Ac	t of 1935 or Sectio	n			
Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol GRACO INC [GGG]			5. Relationship of Reporting Person(s) to Issuer				
(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2012			(Check all applicable) Director 10% Owner Officer (give title 0ther (specify below) below)				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>_Form filed by More than One Reporting</li> </ul>				
<sup>p)</sup> Tab	ole I - Non-l	Derivative	Securities A		f, or Beneficia	llv Owned		
A. Deemed xecution Date, if y Aonth/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities F Beneficially ( Owned ( Following ( Reported Transaction(s) (Instr. 3 and 4)	5. Ownership Form: Direct D) or Indirect I)	7. Nature of Indirect		
r each class of sect	urities bene	Perso inform requir	ns who re nation con red to resp	spond to the collec tained in this form ond unless the for	are not m	SEC 1474 (9-02)		
	Wa NT OF CHAN ant to Section f of the Public U 30(h) of the In son 2. Issue Symbol GRAC dle) 3. Date of (Month/1 04/20/2 4. If Am Filed(Month/2) 04/20/2 4. If Am Filed(Month/2) 3. Determed tecution Date, if y Ionth/Day/Year)	Washington NT OF CHANGES IN SECUE ant to Section 16(a) of the of the Public Utility Hol 30(h) of the Investment 30(h) of the Investment 30(h) of the Investment 30(h) of the Investment 30(h) of the Investment (Month/Day/Year) 04/20/2012 4. If Amendment, D Filed(Month/Day/Year) 04/20/2012 4. If Amendment, D Filed(Month/Day/Year) A. Deemed 3. tecution Date, if Transaction y Code V	Washington, D.C. 20 NT OF CHANGES IN BENEF SECURITIES ant to Section 16(a) of the Securi of the Public Utility Holding Cor 30(h) of the Investment Compar son <sup>*</sup> 2. Issuer Name and Ticker or Symbol GRACO INC [GGG] dle) 3. Date of Earliest Transaction (Month/Day/Year) 04/20/2012 4. If Amendment, Date Origina Filed(Month/Day/Year) p) Table I - Non-Derivative A. Deemed 3. 4. Securities tecution Date, if TransactionAcquired y Code Disposed Ionth/Day/Year) (Instr. 8) (Instr. 3, 4) Code V Amount reach class of securities beneficially ow Person inform	Washington, D.C. 20549         NT OF CHANGES IN BENEFICIAL OS         SECURITIES         ant to Section 16(a) of the Securities Exchants of the Public Utility Holding Company Act of 10 30(h) of the Investment Company Act of 10 30(h) of the Investment Company Act of 10 Symbol GRACO INC [GGG]         son <sup>*</sup> Sumer Name and Ticker or Trading Symbol GRACO INC [GGG]         del 3. Date of Earliest Transaction (Month/Day/Year) 04/20/2012         A. Date of Earliest Transaction Active Securities Filed(Month/Day/Year) 04/20/2012         A. If Amendment, Date Original Filed(Month/Day/Year)         P)         Table 1 - Non-Derivative Securities Active Securities Active Transaction Acquired (A) or Y Code Disposed of (D) Ionth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)         (A)         (A)         (A)         (A)         (A)         (A)         (Instr. 8) (Instr. 3, 4 and 5)	Washington, D.C. 20549         NT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES         ant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         son *         Sucurities Exchange Act of 1934, of the Public Utility Holding Company Act of 1940         son *         Sucurities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940         son *         Sucurities Transation         GRACO INC [GGG]         (Chect Of Month/Day/Year)         4. If Amendment, Date Original       6. Individual or Jot Port Delevant         Filed(Month/Day/Year)       Applicable Line)         -X_Form filed by Merson       Form filed by Merson         p)       Table I - Non-Derivative Securities Acquired, Disposed or Month/Day/Year)         (A) Deemed       3.       4. Securities       5. Amount of Colsposed of CD)         (A) Deemed       3.       4. Securities       5. Amount of Colsposed of CD)         (A) Deemed       3.       4. Securities       5. Amount of Colsposed of CD)         (B) Or Code       Disposed of (D)       Beneficially (Code N Amount (D) Price       Transaction(s)         (Code V Amount (D) Pri	ATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number:         NT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: Estimated burden hour response         ant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         son 1       2. Issuer Name and Ticker or Trading Symbol GRACO INC [GGG]       5. Relationship of Reporting Per Issuer         dle)       3. Date of Earliest Transaction (Month/Day/Year)      X_Director below)      100 below)         4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Fili Applicable Line) X_Form filed by One Reporting P Form filed by One Reporting P Form filed by More than One R Person         p)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial N. Deemed       3. 4. Securities Form: Direct       6. Ownership Form: Direct         q)       Code Disposed of (D) Reported TransactionAcquired (A) or Securities       5. Amount of Form: Direct       6. Ownership Form: Direct         q)       Code Disposed of (D) Reported Transaction(s) Code V Amount (D) Price       (Instr. 3 and 4)		

## 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	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

number.

	Derivative Security				(A) or Disposed o (D) (Instr. 3, 4 and 5)					
			Code	V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy)	\$ 54.94	04/20/2012	А		5,600		<u>(1)</u>	04/20/2022	Common Stock	5,60
Reporting	g Owne	ers								

Reporting Owner Name / Address		Relationsh		
I. S.	Director	10% Owner	Officer	Other
EUGSTER JACK W 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х			
Signatures				

By: Carrie Daniel Russell, Attorney-in-Fact For: Jack W. Eugster

\*\*Signature of Reporting Person

04/20/2012 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).

Nonemployee director stock option granted pursuant to the Graco Inc. 2010 Stock Incentive Plan in a transaction exempt under Rule (1) 16b-3. The stock 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.