## Edgar Filing: MITAU LEE R - Form 4

MITAU LEE R Form 4							
October 02, 2012							
FORM 4						PPROVAL	
U1	NITED STATES		AND EXCHANGH n, D.C. 20549	E COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or 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						January 31, 2005 average urs per . 0.5	
1(b).							
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> MITAU LEE R		Symbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		GRACO INC [0	GGG]	(Check all applicable)			
(Last) (First) (Middle) 88 11TH AVENUE NE		3. Date of Earliest 7 (Month/Day/Year) 10/01/2012	Fransaction	X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street	)	4. If Amendment, I Filed(Month/Day/Ye	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNEAPOLIS, MI	N 55413			Form filed by M Person	Iore than One R	eporting	
(City) (State)	(Zip)	Table I - Non-	Derivative Securities A	Acquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transact (Month/Da	tion Date 2A. Deem ny/Year) Execution any (Month/D	Date, if Transactic Code ay/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities F Beneficially ( Owned ( Following ( Reported Transaction(s) (Instr. 3 and 4)	b. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a sep	parate line for each cl	lass of securities bend	Persons who re- information con required to resp	or indirectly. spond to the collec tained in this form ond unless the form ntly valid OMB con	are not n	SEC 1474 (9-02)	

## 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 Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security			(D)	(Instr. 3, 4,						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	10/01/2012	А		475.34		<u>(1)</u>	(1)	Common Stock	475.34	\$ 5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MITAU LEE R 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х							
Signatures								
Dev Comio Doniel Decoell Atte		Zant Enn Lan	D					

By: Carrie Daniel Russell, Attorney-in-Fact For: Lee R. Mitau

<u>\*\*</u>Signature of Reporting Person

10/02/2012

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).
- (1) The Phantom Stock Units were accrued under the Graco Inc. 2010 Stock Incentive Plan and are to be settled 100% in Graco common stock in a lump sum or installments upon reporting person's termination of service on the Board.

(2) The number of Phantom Stock Units includes Phantom Stock Units acquired in unreported dividend reinvestment transactions.

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.