**GRACO INC** Form 4 July 01, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

2005 Estimated average

10% Owner

Other (specify

burden hours per response... 0.5

Expires:

Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

MORFITT MARTHA A M

88 11TH AVENUE NE

2. Issuer Name and Ticker or Trading Symbol

**GRACO INC [GGG]** 

(First) (Middle) (Last)

3. Date of Earliest Transaction

07/01/2013

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Month/Day/Year)

Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

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

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.

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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if
Security	or Exercise		any
(Instr. 3)	Price of		(Month/Day/Year)

4.	5. Number of
Transactio	orDerivative
Code	Securities
(Instr 8)	$\Delta$ conired ( $\Delta$ )

6. Date Exercisable ar	10
Expiration Date	
(Month/Day/Year)	

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst Edgar Filing: GRACO INC - Form 4

Derivative or Disposed of Security (D) (Instr. 3, 4,

and 5)

Code V (A) Expiration Title (D) Date Amount

Exercisable Date

Number of Shares

Phantom

Units

Stock <u>(1)</u> 07/01/2013

207.24 Α

Common (1) (1) Stock

207.24

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MORFITT MARTHA A M 88 11TH AVENUE NE X MINNEAPOLIS, MN 55413

## **Signatures**

/s/ Carrie Daniel Russell, Attorney-in-Fact for Martha A.M. 07/01/2013 Morfitt

> \*\*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).
- 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.

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