Edgar Filing: GRACO INC - Form 4

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Form 4										
April 03, 2014								OMB A	PPROVA	
FORM	UNITED	STATES		RITIES A			E COMMISSIO		3235-(
Check this if no longer subject to		AENT OI		U	Expires:		y 31, 2005			
Section 16. Form 4 or	16. SECURITIES							Estimated burden hou response	urs per	
Form 5 obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(a) of the l	Public U	Itility Hol	ding Co		inge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> GILLIGAN J KEVIN			Symbol	er Name an		r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (GRACO INC [GGG]				(Check all applicable)				
(Last) (First) (Middle) 88 11TH AVENUE NE			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2014			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				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			
MINNEAPOI	LIS, MN 55413	;					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	l
	Transaction Date /onth/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficial Ownership (Instr. 4)	1
Reminder: Repor	t on a separate line	e for each cl	ass of sec							
					inforı requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ontly valid OMB co	n are not rm	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>	04/01/2014	A		171.26		<u>(1)</u>	<u>(1)</u>	Common Stock	171.26	\$ 7

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
GILLIGAN J KEVIN 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х			
Signatures				
101 Carria Danial Pussall Attor	mov in Fe	et for L Kay	in	

/s/ Carrie Daniel Russell, Attorney-in-Fact for J. Kevin Gilligan

**Signature of Reporting Person

04/03/2014

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.