## Edgar Filing: GRACO INC - Form 4

GRACO INC Form 4											
January 04, 2	2011										
FORM			CECU			VOLANCI		NT.	PPROVA	.L	
	UNITED	STATES		shington			E COMMISSIO	Number:	3235-		
Check th if no long subject to Section 1 Form 4 o	ser <b>STATEN</b> 6.	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou response	average urs per	y 31, 2005 0.5		
may cont	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> VAN SANT R WILLIAM			2. Issuer Name <b>and</b> Ticker or Trading Symbol GRACO INC [GGG]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last) (First) (Middle) 88 11TH AVENUE NE			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>01/01/2011</li></ul>			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(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					
MINNEAPO	OLIS, MN 55413	3					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivati	ve Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1	
	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr. 1	(A) or ed (f) or 3, 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 Beneficia Ownershi (Instr. 4)	ıl	
Reminder: Rep	oort on a separate line	e for each cla	ass of sec	urities bene	Per info req disj	sons who resormation con uired to resp	or indirectly. spond to the colle tained in this forn ond unless the fo ntly 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	Transaction	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			or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/01/2011	А		364.39		<u>(1)</u>	(1)	Common Stock	364.39	\$ 3

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
VAN SANT R WILLIAM 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х			
Signatures				

By: Carrie D. Russell, Attorney-in-Fact For: R. William Van Sant

\*\*Signature of Reporting Person

01/04/2011

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.