Edgar Filing: MORFITT MARTHA A M - Form 4

MORFITT	MARTHA A M										
Form 4											
April 02, 20)12										
FORM	14		GEGU	DIFIE					PPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-0287		
Check t	his box		***	ishington	, D.C. 20	547			January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires:	2005			
subject to Section 16. SECURITIES								Estimated burden hou			
	Form 4 or							response	•		
Form 5	Filed put	rsuant to S	Section	16(a) of th	ne Securit	ies Excha	nge Act of 1934,	·			
obligati may coi		(a) of the l	Public U	Jtility Hol	ding Con	npany Act	of 1935 or Section	on			
See Inst		30(h)	of the I	nvestmen	t Compar	y Act of 1	940				
1(b).											
(Print or Type	Responses)										
(I mit of Type	(csponses)										
1. Name and	Address of Reporting	Person *	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
MORFITT	MARTHA A M		Symbol			U	Issuer				
			GRAC	O INC [C	GG]		(Check all applicable)				
(Last) (First) (Middle)		Middle)	3. Date of	of Earliest T	ransaction		(Check an applicable)				
			(Month/	Day/Year)			_X_ Director	109	% Owner		
88 11TH A	VENUE NE		04/01/2	2012			Officer (giv below)	e title Oth below)	ter (specify		
	(Street)		4 If Am	endment, D	ate Origina	1	6. Individual or .	· · · · · · · · · · · · · · · · · · ·	ng(Check		
	(Bucct)			onth/Day/Yea	-	1	Applicable Line)	onit/Oroup Pin	ng(Cheek		
				j j.	, 		_X_ Form filed by				
MINNEAF	POLIS, MN 55413	3					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tał	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		TransactionAcquired (A) or				Form: Direct	Indirect		
(Instr. 3)		any (Month/Da	w/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(infoliality De	<i>xy</i> / 1001)	(msu: 0)	(111541.5,	(und 5)		(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
	•				-	-	spond to the colle	ction of	SEC 1474		
					-		ained in this form		(9-02)		
							ond unless the fo ntly valid OMB co				
					numb						

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

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	Derivative Security				or Dispose (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>	04/01/2012	А		280.81		<u>(1)</u>	<u>(1)</u>	Common Stock	280.81	\$ 5

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MORFITT MARTHA A M 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х			
Signatures				
	• •			-

By: Carrie Daniel Russell, Attorney-in-Fact For: Martha A.M. 04/02/2012 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 (1)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.