Moreau Bernard J Form 3 January 09, 2013

### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
Section 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 Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement GRACO INC [GGG] Moreau Bernard J (Month/Day/Year) 01/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 88 11TH AVENUE NE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner \_X\_ Form filed by One Reporting \_X\_\_ Officer \_ Other Person MINNEAPOLIS. MNÂ 55413 (give title below) (specify below) Form filed by More than One Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 4,170.4 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	•		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect		

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy) (1)	02/13/2013	02/13/2019	Common Stock	4,600	\$ 20.8	D	Â
Non-Qualified Stock Option (right to buy) (1)	02/23/2014	02/23/2020	Common Stock	3,080	\$ 26.59	D	Â
Non-Qualified Stock Option (right to buy) (2)	02/19/2008	02/19/2014	Common Stock	6,000	\$ 27.91	D	Â
Non-Qualified Stock Option (right to buy) (1)	02/15/2012	02/15/2018	Common Stock	2,000	\$ 35.9	D	Â
Non-Qualified Stock Option (right to buy) (3)	02/17/2010	02/17/2016	Common Stock	4,000	\$ 40.68	D	Â
Non-Qualified Stock Option (right to buy) (1)	02/16/2011	02/16/2017	Common Stock	2,000	\$ 41.36	D	Â
Non-Qualified Stock Option (right to buy) (4)	02/18/2015	02/18/2021	Common Stock	1,820	\$ 42.73	D	Â
Non-Qualified Stock Option (right to buy) (4)	02/17/2016	02/17/2022	Common Stock	1,445	\$ 49.84	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	Director 10% Owner Officer		Officer	Other		
Moreau Bernard J 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Â	Â	Vice President	Â		

#### **Signatures**

By: Carrie Daniel Russell, Attorney-in-Fact For: Bernard J.
Moreau 01/09/2013

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Employee stock option granted pursuant to the Graco Inc. Amended and Restated Stock Incentive Plan (2006) in a transaction exempt under Rule 16b-3.

Date

- (2) Employee stock option granted pursuant to the Graco Inc. Stock Incentive Plan in a transaction exempt under Rule 16b-3.
- (3) Employee stock option granted pursuant to the Employee Stock Incentive Plan in a transaction exempt under Rule 16b-3.
- (4) Employee stock option granted pursuant to the Graco Inc. 2010 Stock Incentive Plan in a transaction exempt under Rule 16b-3.

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.

Reporting Owners 2