## Edgar Filing: MITAU LEE R - Form 4

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Form 4										
April 02, 2013	-								PPROVA	1
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-	
Check this bo if no longer subject to Section 16. Form 4 or		NGES IN SECUI	Estimated burden hou response	average urs per	y 31, 2005 0.5					
obligations may continue	<i>See</i> Instruction 30(h) of the Investment Company Act of 1933 of Section 30(h)									
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> MITAU LEE R			2. Issuer Name <b>and</b> Ticker or Trading Symbol GRACO INC [GGG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 88 11TH AVENUE NE			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2013			(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Difficer (specify below)				
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
MINNEAPOLI	S, MN 55413	3					Person	More than One K	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1
	ransaction Date nth/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or l 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 Beneficia Ownershi (Instr. 4)	ıl
Reminder: Report o	on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					infor requi	nation con red to resp ays a curre	spond to the colle tained in this form 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	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				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>	04/01/2013	А		411.86		<u>(1)</u>	<u>(1)</u>	Common Stock	411.86	\$ 5

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MITAU LEE R 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х			
Signatures				
/s/ Carrie Daniel Russell, Attor	04/02/2013			

Mitau

\*\*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.