Edgar Filing: GRACO INC - Form 4

GRACO INC	2									
Form 4 April 16, 202	15									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
if no long subject to Section 1	Check this box if no longer subject to Section 16. Form 4 or						Expires:January 31, 2005Estimated average burden hours per response0.5			
obligatio may cont See Instru 1(b).	ns Section 17(a	a) of the Pub		ding Con	npan	y Act of	1935 or Section	1		
(Print or Type I	Responses)									
1. Name and A EUGSTER	ddress of Reporting I JACK W	Syı	2. Issuer Name and Ticker or Trading Symbol GRACO INC [GGG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		Date of Earliest T	-			(Chec)	k all applicable	;)	
88 11TH AVENUE NE			(Month/Day/Year) 04/15/2015				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amer Filed(Mon				ate Origina r)	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MINNEAP	OLIS, MN 55413						Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-J	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	04/15/2015		F	1,882	D	\$ 71.02	14,118	D		
Common Stock	04/15/2015		М	3,600	А	\$ 37.13	17,718	D		

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (Right to Buy)	\$ 37.13 (1)	04/15/2015		М	3,600	<u>(1)</u>	04/22/2015	Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address		Relationsh	lips				
	Director	10% Owner	Officer	Other			
EUGSTER JACK W 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х						
Signatures							
/s/ Francis J. Brixius Jr., attorn Eugster	for Mr.		04/16/2015				
<u>**</u> Signature of Reportin			Date				
Explanation of Responses:							

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- * 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).
- Nonemployee director stock option granted pursuant to the Graco Inc. Stock Incentive Plan in a transaction exempt under Rule 16b-3. (1) The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.

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.