

GRACO INC  
Form 4  
February 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Person \*  
MCHALE PATRICK J

(Last) (First) (Middle)  
88 11TH AVENUE NE  
(Street)

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GRACO INC [GGG]

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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.**

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Non-qualified Stock Option (Right to Buy)	\$ 74.8	02/14/2014	A	123,050					(1)	02/14/2024	Common Stock	123

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCHALE PATRICK J 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	X		President and CEO	

## Signatures

/s/ Carrie Daniel Russell, Attorney-in-Fact for Patrick J. McHale 02/18/2014

\_\_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).
- (1) Employee stock option granted pursuant to the Graco Inc. 2010 Stock Incentive Plan in transaction exempt under Rule 16b-3. 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. 0;

Number One and Residual Loan Number  
Two, Release Claims of Residual Loans  
under Bond Loan Agreements, and Pay  
Cash Consideration to Bondholders

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ROWAN COMPANIES PLC

Ticker: RDC Security ID: G7665A101  
Meeting Date: APR 26, 2013 Meeting Type: Annual  
Record Date: MAR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect William T. Fox, III as Director	For	For	Management
2	Elect Sir Graham Hearne as Director	For	For	Management

Reporting Owners

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- |   |  |     |     |            |
|---|--|-----|-----|------------|
| 3 | Elect H. E. Lentz as Director                                  | For | For | Management |
| 4 | Ratify Deloitte & Touche LLP as our U.S. Auditors              | For | For | Management |
| 5 | Reappoint Deloitte & Touche U.K LLP as our U.K. Auditors       | For | For | Management |
| 6 | Authorize the Audit Committee to Fix Remuneration of Auditors  | For | For | Management |
| 7 | Approve Omnibus Stock Plan                                     | For | For | Management |
| 8 | Approve Remuneration Report                                    | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

===== END NPX REPORT