

Moreau Bernard J  
Form 3  
January 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Moreau Bernard J		(Month/Day/Year)	GRACO INC [GGG]	
(Last)	(First)	(Middle)	01/01/2013	
88 11TH AVENUE NE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
MINNEAPOLIS,Â MNÂ 55413		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,170.4	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	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) <sup>(1)</sup>	02/13/2013 02/13/2019	Common Stock	4,600	\$ 20.8	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	02/23/2014 02/23/2020	Common Stock	3,080	\$ 26.59	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	02/19/2008 02/19/2014	Common Stock	6,000	\$ 27.91	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	02/15/2012 02/15/2018	Common Stock	2,000	\$ 35.9	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	02/17/2010 02/17/2016	Common Stock	4,000	\$ 40.68	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	02/16/2011 02/16/2017	Common Stock	2,000	\$ 41.36	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(4)</sup>	02/18/2015 02/18/2021	Common Stock	1,820	\$ 42.73	D	∆	
Non-Qualified Stock Option (right to buy) <sup>(4)</sup>	02/17/2016 02/17/2022	Common Stock	1,445	\$ 49.84	D	∆	

## Reporting Owners

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

## Signatures

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

\_\_Signature of Reporting Person

Date

## 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.

(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.

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