

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

**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 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	Title	Amount or Number of		

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

## Reporting Owners

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

## 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. 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.