

SHEAHAN MARK W
Form 4
March 08, 2005

FORM 4

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

OMB APPROVAL

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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 *
SHEAHAN MARK W

(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)
03/04/2005

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)
VICE PRESIDENT AND TREASURER

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/04/2005 | | M | A | \$ 11.71 | 13,999 | D |
| Common Stock | 03/04/2005 | | M | A | \$ 18.39 | 19,625 | D |
| Common Stock | 03/04/2005 | | M | A | \$ 17.34 | 28,625 | D |
| Common Stock | 03/04/2005 | | S | D | \$ 39.49 | 21,325 | D |
| Common Stock | 03/04/2005 | | S | D | \$ 39.48 | 20,825 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------|---|----------------|
| Common Stock | 03/04/2005 | S | 800 | D | \$ 39.47 | 20,025 | D | |
| Common Stock | 03/04/2005 | S | 1,800 | D | \$ 39.46 | 18,225 | D | |
| Common Stock | 03/04/2005 | S | 3,100 | D | \$ 39.45 | 15,125 | D | |
| Common Stock | 03/04/2005 | S | 1,738 | D | \$ 39.44 | 13,387 | D | |
| Common Stock | 03/04/2005 | S | 600 | D | \$ 39.43 | 12,787 | D | |
| Common Stock | 03/04/2005 | S | 900 | D | \$ 39.42 | 11,887 | D | |
| Common Stock | 03/04/2005 | S | 600 | D | \$ 39.41 | 11,287 | D | |
| Common Stock | 03/04/2005 | S | 100 | D | \$ 39.39 | 11,187 | D | |
| Common Stock | | | | | | 347.8629 | I | by ESOP (1) |
| Common Stock | | | | | | 964 | I | by Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 11.71 | 03/04/2005 | | M | 2,812 | 08/08/1988 ⁽²⁾ | 02/23/2011 | Common Stock | 2 |

| | | | | | | | | |
|---|----------|------------|---|-------|---------------|------------|-----------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 17.34 | 03/04/2005 | M | 9,000 | (3) | 02/21/2013 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 18.39 | 03/04/2005 | M | 5,626 | 08/08/1988(3) | 02/22/2012 | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEAHAN MARK W 88 11TH AVENUE NE MINNEAPOLIS, MN 55413 | | | VICE PRESIDENT AND TREASURER | |

Signatures

By: Kristen C. Nelson For: Mark W.
Sheahan 03/08/2005

__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) The reporting person also indirectly beneficially owns 643 shares of Graco common stock through a spouse.
- (2) Employee stock option granted pursuant to the Graco Inc. Long-Term Stock Incentive Plan in a 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.
- (3) Employee stock option granted pursuant to the Graco Inc. 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.