#### Edgar Filing: GRACO INC - Form 4

GRACO IN Form 4														
April 26, 20	ЛЛ										PPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									N OMB Number:	3235-028	37			
Check th if no lon subject t Section Form 4 o Form 5 obligatio	Section	NGES I SECU 16(a) of	U <b>R</b> the	Estimated burden hou response	Estimated average burden hours per response 0.5									
may con See Instr 1(b).	ruction			Jtility H nvestme		•			of 1935 or Section 940	on				
(Print or Type	Responses)													
1. Name and Address of Reporting Person <u>*</u> VAN DYKE WILLIAM G			2. Issuer Name <b>and</b> Ticker or Trading Symbol					ıg	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (	Middle)	GRACO INC [GGG] 3. Date of Earliest Transaction						(Che	neck all applicable)				
88 11TH AVENUE NE			(Month/Day/Year) 04/22/2005						X_ Director 10% Owner Officer (give title Other (specify below)					
		4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
	OLIS, MN 55413								Person		1 0			
(City)	(State)	(Zip)		ole I - Noi	n-D	erivative	Securi	ties A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	tion )	4. Securi Acquired Disposed (Instr. 3, Amount	(A) or of (D) 4 and 5 (A) or	) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		<b>6</b> 1 1	6				, í							
Reminder: Rej	port on a separate line	tor each cl	ass of sec	urities bei	nefi	Perso inforr requi	ons wh nation red to	o res cont resp	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

number.

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.13 (1)	04/22/2005	А		3,600		(1)	04/22/2015	Common Stock	3,60

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
VAN DYKE WILLIAM G 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х							
Signatures								

By: Kristen C. Nelson For: William G. Van Dyke

\*\*Signature of Reporting Person

## **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). \*\*
- 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.

04/26/2005

Date

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.