Edgar Filing: GRACO INC - Form 4

GRACO INC

Form 4											
October 04, 2	STATES SI	S SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti	er STATEN 6. Filed pur ¹⁵ Section 17(suant to Sec	 Shington, D.C. 20549 GES IN BENEFICIAL OWN SECURITIES 6(a) of the Securities Exchange ility Holding Company Act of 				e Act of 1934,	Number: January 31 Expires: 200 Estimated average burden hours per response 0.			
<i>See</i> Instru 1(b).	lection	30(h) of	the Inv	vestment	Compan	y Ac	t of 194	0			
RAUENHORST MARK H Symbol			mbol	er Name and Ticker or Trading O INC [GGG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of (Month/D 88 11TH AVENUE NE 08/03/20 (Street) 4. If Amer Filed(Mon			. Date of Earliest Transaction Month/Day/Year) 18/03/2005					(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)			
			endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	OLIS, MN 55413 (State)	(Zip)	Table	• I - Non-D) erivative	Secur	ities Aca	Person uired, Disposed of			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	2A. Deemed Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	
Common Stock	10/01/2005			A <u>(1)</u>	329	A	\$ 34.28	4,232.34	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(2)</u>	08/03/2005		J	26.975	(2)	(2)	Common Stock	26.975	37.

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAUENHORST MARK H 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х						
Signatures							
By: Kristen C. Nelson For: Ma Rauenhorst	rk H.		10/04/2	2005			
**Signature of Reporting Pers		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) Shares of Graco common stock recieved in lieu of retainer and meeting fees, issued under the Graco Inc. Stock Incentive Plan.
- (2) Dividends on the accrued phantom stock units were credited under the Graco Inc. Stock Incentive Plan and are to be settled 100% in Graco common stock in a lump sum or installments upon reporting person's termination of service on the Board.

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.