Edgar Filing: GRACO INC - Form 4

CD A CO DIC

Form 4									
April 25, 20	OMB APPROVAL								
-	UNITED	STATES SE	ECURITIES A Washington,	OMB Number:	3235-0287				
Check t if no los subject Section Form 4	to SIAIEN 16.	AENT OF C	CHANGES IN SECUR	Expires: Estimated a burden hou response	irs per				
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> MOAR JAMES H			. Issuer Name and mbol RACO INC [G	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3.]	Date of Earliest Tr	(Chec	eck all applicable)				
88 11TH AVENUE NE			Ionth/Day/Year) 1/21/2006		_X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		If Amendment, Da ed(Month/Day/Year	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MINNEAI	POLIS, MN 55413	6			Form filed by M Person	Iore than One Ro	eporting		
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned		
(Instr. 3) any		Execution Dat	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesFBeneficially(Owned(. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount (D) Price	(IIISU: 5 and 4)				
Reminder: Re	eport on a separate line	e for each class o	of securities benef	information cont required to respo	or indirectly. pond to the collec ained in this form ond unless the form atly valid OMB con	are not n	SEC 1474 (9-02)		

number.

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		

	Derivative Security						(A) orDisposed(D)(Instr. 3, and 5)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy)	\$ 48.95 (1)	04/21/2006	5		A		3,600		<u>(1)</u>	04/21/2016	Common Stock	3,60
Reporting Owners												
Reporting Owner N	Name / Address	Director	Relationsh 10% Owner	i ps Officer	Other							

MOAR JAMES H 88 11TH AVENUE NE MINNEAPOLIS, MN 55413

Signatures

By: Kristen C. Nelson, attorney-in-fact For: James H. 04/25/2006 Moar

Х

**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).
 - Nonemployee director stock option granted pursuant to the Amended and Restated Graco Inc. Stock Incentive Plan (2006) in a
- (1) 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.