

GRACO INC  
Form 4  
February 20, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
JOHNSON DALE D

(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)  
02/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 14,408  | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 2,635.7865  | I  | by ESOP                           |

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

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SEC 1474 (9-02)

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**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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 41.36 <sup>(1)</sup>                                | 02/16/2007                           |  | A                              | 22,500  | <u>(1)</u>   | 02/16/2017  | Common Stock               | 22,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 6.37  |                                      |  |                                |   | <u>(2)</u>   | 02/22/2009  | Common Stock               | 8,400                      |
| Non-Qualified Stock Option (right to buy)  | \$ 9.09  |                                      |  |                                |   | <u>(2)</u>   | 02/09/2010  | Common Stock               | 67,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 11.71   |                                      |  |                                |   | <u>(3)</u>   | 02/23/2011  | Common Stock               | 45,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 17.34   |                                      |  |                                |   | <u>(4)</u>   | 02/21/2013  | Common Stock               | 27,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 18.39   |                                      |  |                                |   | <u>(4)</u>   | 02/22/2012  | Common Stock               | 22,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 27.91   |                                      |  |                                |   | <u>(4)</u>   | 02/20/2014  | Common Stock               | 27,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 38.13 <sup>(4)</sup>                                |                                      |  |                                |   | <u>(4)</u>   | 02/18/2015  | Common Stock               | 22,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 40.68 <sup>(4)</sup>                                |                                      |  |                                |   | <u>(4)</u>   | 02/17/2016  | Common Stock               | 22,500                     |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director    10% Owner    Officer    Other

JOHNSON DALE D  
88 11TH AVENUE NE  
MINNEAPOLIS, MN 55413

VICE PRESIDENT

## Signatures

By: Kristen C. Nelson, attorney-in-fact For: Dale D.  
Johnson

02/20/2007

\_\_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) Employee stock option granted pursuant to the Amended and Restated Graco Inc. Stock Incentive Plan (2006) 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.
  - (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 two years after the date of the grant.
  - (3) 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.
  - (4) 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.