

Eberlein Mark D  
 Form 3  
 January 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Eberlein Mark D		(Month/Day/Year)	GRACO INC [GGG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2013		
88 11TH AVENUE NE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Vice President	
MINNEAPOLIS,Â MNÂ 55413				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,239	D	Â
Common Stock	201.3449	I	by ESOP

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	02/13/2019	Common Stock	4,600	\$ 20.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	02/23/2020	Common Stock	2,500	\$ 26.59	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	02/19/2014	Common Stock	3,000	\$ 27.91	D	Â
Non-Qualified Stock Option (right to buy) <u>(3)</u>	09/23/2007	09/23/2014	Common Stock	300	\$ 32.95	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	02/15/2018	Common Stock	2,500	\$ 35.9	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	02/17/2016	Common Stock	4,000	\$ 40.68	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	02/16/2017	Common Stock	2,000	\$ 41.36	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	02/18/2021	Common Stock	1,690	\$ 42.73	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	02/17/2022	Common Stock	1,280	\$ 49.84	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eberlein Mark D 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Â	Â	Â Vice President	Â

## Signatures

By: Carrie Daniel Russell, Attorney-in-Fact For: Mark D. Eberlein 01/09/2013

    Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 Stock Incentive Plan (2006) in transaction exempt under Section 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. 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.
- (3) Employee stock option granted pursuant to the Employee Stock Incentive Plan in a transaction exempt under Rule 16b-3.

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- (4) Employee stock option granted pursuant to the Graco Inc. 1999 Employee 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.
- (5) Employee stock option granted pursuant to the Graco Inc. 2010 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.

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