

VAN DYKE WILLIAM G
Form 4
March 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
VAN DYKE WILLIAM G

2. Issuer Name and Ticker or Trading Symbol
GRACO INC [GGG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
88 11TH AVENUE NE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2010

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

MINNEAPOLIS, MN 55413

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/11/2010 | | M | | 7,593 | A | \$ 10.07 |
| Common Stock | 03/11/2010 | | S | | 3,283 | D | \$ 30.1405 |
| Common Stock | 03/11/2010 | | S | | 900 | D | \$ 30.15 |
| Common Stock | 03/11/2010 | | S | | 500 | D | \$ 30.16 |
| Common Stock | 03/11/2010 | | S | | 1,109 | D | \$ 30.17 |
| Common Stock | 03/11/2010 | | S | | 400 | D | \$ 30.18 |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|-----|---|----------|------------|---|
| Common Stock | 03/11/2010 | S | 501 | D | \$ 30.19 | 31,458.902 | D |
| Common Stock | 03/11/2010 | S | 700 | D | \$ 30.2 | 30,758.902 | D |
| Common Stock | 03/11/2010 | S | 200 | D | \$ 30.21 | 30,558.902 | 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.

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(9-02)

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 10.07 | 03/11/2010 | | M | 7,593 | <u>(1)</u> 05/02/2010 | Common Stock 7,593 |

Reporting Owners

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

Signatures

By: Kristen C. Nelson, Attorney-in-Fact For: William G. Van Dyke

03/12/2010

__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 Graco Inc. Nonemployee Director Stock Option Plan in transaction exempt
(1) 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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