## Edgar Filing: GRACO INC - Form 4

Form 4										
July 01, 201								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287	
Check this box if no longer subject to Section 16. Form 4 or							Expires: Estimated burden hou response	urs per		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns inue. Section 17(	(a) of the H	Public U	Itility Hol	ding Co		nge Act of 1934, a of 1935 or Secti 1940			
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> Etchart Eric		Person <u>*</u>	Symbol	er Name <b>an</b>		r Trading	5. Relationship of Reporting Person(s) to Issuer			
<b>(7</b> - ),				O INC [C	-		(Check all applicable)			
(Last) (First) (Middle) 88 11TH AVENUE NE			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNEAP	OLIS, MN 55413	3					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	(A) or of (D)	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	(D) Price	(Inst. 5 and 4)			
Reminder: Rep	ort on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

## 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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	07/01/2016	A		232.21		(1)	<u>(1)</u>	Common Stock	232.21	\$ 7

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Etchart Eric 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х							
Signatures								
/s/ Francis I Brixius Ir attorn	-v-in-fact	for Mr						

ancis J. Diffius Ji., automey-m-fact for Wir. 07/01/2016 Etchart \*\*Signature of Reporting Person

## **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).
- The Phantom Stock Units were accrued under the Graco Inc. 2015 Stock Incentive Plan and are to be settled 100% in Graco common (1) stock in a lump sum or installments upon reporting person's termination of service on the Board.

Date

The number of phantom stock units includes phantom stock units acquired under the Graco Inc. Automatic Dividend Reinvestment Plan (2)(DRIP), exempt under Rule 16a-11.

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.