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Form 4										
February 16, 201	6									
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		PPROVAL 3235-0287	
Check this box if no longer										
subject to Section 16. Form 4 or Form 5		IENT OF		SECUI	Estimated burden hou response	urs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the H	Public U	tility Hol	ding Cor		of 1935 or Secti			
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Eberlein Mark D			Symbol	er Name an O INC [O		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Ch	eck an applicabl	e)	
88 11TH AVENUE NE			(Month/Day/Year) 02/12/2016				Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
Ι				endment, D onth/Day/Yea	-	ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MINNEAPOLIS	5, MN 55413	1					Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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				
Reminder: Report or	n a separate line	for each cla	ass of sec	urities bene	•	•	•			
					inforn requi	nation cont red to resp ays a curre	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numł of Sha
Non-qualified Stock Option (Right to Buy)	\$ 71.54	02/12/2016		А		18,520		(1)	02/12/2026	Common Stock	18,5

Reporting Owners

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

/s/ Francis J. Brixius Jr., attorney-in-fact for Mr. 02/16/2016 Eberlein **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).
- Employee stock option granted pursuant to the Graco Inc. 2015 Stock Incentive Plan in transaction exempt under Rule 16b-3. The stock (1)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.