GRACO INC Form 4 July 01, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person <u>*</u> GILLIGAN J KEVIN

(First)

(Street)

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

88 11TH AVENUE NE

GRACO INC [GGG]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

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

07/01/2016

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A.

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership
Following (Instr. 4) (Instr. 4)

(A) Reported
or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative	
Security	or Exercise		any	Code	Securities
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

of 8. Press Deri

Edgar Filing: GRACO INC - Form 4

Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

> Number of Shares

224.61

Phantom

Common Stock <u>(1)</u> 07/01/2016 224.61 (1) (1) Α Stock

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

GILLIGAN J KEVIN 88 11TH AVENUE NE X MINNEAPOLIS, MN 55413

Signatures

/s/ Francis J. Brixius Jr., attorney-in-fact for Mr. 07/01/2016 Gilligan

> **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).
- 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.
- The number of Phantom Stock Units includes Phantom Stock Units acquired under the Graco Inc. Automatic Dividend Reinvestment **(2)** Plan (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.

Reporting Owners 2