GRACO INC Form 4 October 04, 2016

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * VAN SANT R WILLIAM

(First) (Middle)

88 11TH AVENUE NE

(Last)

Security

(Instr. 3)

MINNEAPOLIS, MN 55413

(Street)

10/01/2016

(Month/Day/Year)

GRACO INC [GGG]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Month/Day/Year) (Instr. 8)

Symbol

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Owned (A) or

Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of

Securities

Beneficially

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

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

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

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

8. Pı Deri Secu (Inst 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

Phantom

Common Stock (1) 10/01/2016 270.27 (1) (1) 270.27 Α Stock

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

VAN SANT R WILLIAM 88 11TH AVENUE NE X MINNEAPOLIS, MN 55413

Signatures

/s/ Francis J. Brixius Jr., attorney-in-fact for Mr. Van 10/04/2016 Sant

> **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 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.

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