Edgar Filing: GRACO INC - Form 5

Form 5 February 09, 2007					
FORM 5				OMB APPROVAL	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	ANNUAL ST Filed pursuant to 3	S SECURITIES AND EXCHANGE (Washington, D.C. 20549 CATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchang Public Utility Holding Company Act o	OMB 3235-0362 Number: January 31, 2005 Estimated average burden hours per response 1.0		
Reported Form 4 Transactions Reported		of the Investment Company Act of 194		I	
1. Name and Address o ROBERTS DAVII		2. Issuer Name and Ticker or Trading Symbol GRACO INC [GGG]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (Fir	st) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	Director X Officer (give	title 10% Owner Other (specify	
88 11TH AVENUE	ENE		below) Chairman	below) , President & CEO	
(Str	eet)	4. If Amendment, Date Original Filed(Month/Day/Year)		nt/Group Reporting applicable line)	

MINNEAPOLIS, MNÂ 55413

GRACO INC

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative Securit	ies Ac	quired	, Disposed of, o	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 Ad or Disposed of (Instr. 3, 4 and	(D) 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/08/2006	Â	G <u>(1)</u>	Amount 11,131.666	(D) D	Price \$ 0	0 (1)	D	Â

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
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(9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
ROBERTS DAVID A 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Â	Â	Chairman, President & CEO	Â				
Signatures								
By: Kristen C. Nelson, attorney-i Roberts	02/09/2007							

**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).
- (1) Shares are held in a trust for the benefit of the reporting person for limited purposes during his lifetime and then for the benefit of his children. This reporting spouse is the trustee of the trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.