

GRACO INC  
Form 8-K  
September 28, 2006

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

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 22, 2006**

### Graco Inc.

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction  
of Incorporation)

**001-9249**

(Commission  
File Number)

**41-0285640**

(I.R.S. Employer  
Identification No.)

**88-11th Avenue Northeast  
Minneapolis, Minnesota**

(Address of principal executive offices)

**55413**

(Zip Code)

Registrant's telephone number, including area code: **(612) 623-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule-425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On September 22, 2006, the Board of Directors (the Board) accepted the resignation of Mr. James H. Moar from the Board and related responsibilities on the Audit and Governance Committees.

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The Company's Corporate Governance Guidelines require a director to offer his or her resignation when the director experiences a change in his or her employment responsibilities. Mr. Moar's employer, Identix Incorporated, recently became a subsidiary of L-1 Identity Solutions Inc. and ceased being a publicly-traded company. Mr. Moar became the President of Identix Incorporated, a position without significant public company responsibilities. The Board accepted Mr. Moar's resignation. A copy of Mr. Moar's letter of resignation is included in this report as Exhibit 99.1.

### Item 9.01. Financial Statements and Exhibits.

#### (c) Exhibits

99.1 Letter of Resignation, dated September 21, 2006

#### Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GRACO INC.

Date: September 28, 2006

By: \s\Karen Park Gallivan

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Karen Park Gallivan  
Its: Vice President, General Counsel and Secretary