Eberlein Mark D Form 3 January 09, 2013

### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

response...

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement GRACO INC [GGG] Eberlein Mark D (Month/Day/Year) 01/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 88 11TH AVENUE NE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer \_ Other Person MINNEAPOLIS, MNÂ 55413 (give title below) (specify below) Form filed by More than One Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 1,239 Common Stock 201.3449 I by ESOP Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Derivative	Security:	

Edgar Filing: Eberlein Mark D - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	(1)	02/13/2019	Common Stock	4,600	\$ 20.8	D	Â
Non-Qualified Stock Option (right to buy)	(1)	02/23/2020	Common Stock	2,500	\$ 26.59	D	Â
Non-Qualified Stock Option (right to buy)	(2)	02/19/2014	Common Stock	3,000	\$ 27.91	D	Â
Non-Qualified Stock Option (right to buy) (3)	09/23/2007	09/23/2014	Common Stock	300	\$ 32.95	D	Â
Non-Qualified Stock Option (right to buy)	(1)	02/15/2018	Common Stock	2,500	\$ 35.9	D	Â
Non-Qualified Stock Option (right to buy)	(4)	02/17/2016	Common Stock	4,000	\$ 40.68	D	Â
Non-Qualified Stock Option (right to buy)	(1)	02/16/2017	Common Stock	2,000	\$ 41.36	D	Â
Non-Qualified Stock Option (right to buy)	(5)	02/18/2021	Common Stock	1,690	\$ 42.73	D	Â
Non-Qualified Stock Option (right to buy)	(5)	02/17/2022	Common Stock	1,280	\$ 49.84	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	
Eberlein Mark D 88 11TH AVENUE NE	â	Â	Vice President	â	
MINNEAPOLIS, MN 55413	A	A	A vice President	A	

### **Signatures**

By: Carrie Daniel Russell, Attorney-in-Fact For: Mark D.

Eberlein

01/09/2013

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Employee stock option granted pursuant to the Amended and Restated Stock Incentive Plan (2006) in transaction exempt under Section 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.
- (2) Employee stock option granted pursuant to the Graco Inc. Stock Incentive Plan in transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.
- (3) Employee stock option granted pursuant to the Employee Stock Incentive Plan in a transaction exempt under Rule 16b-3.

Reporting Owners 2

#### Edgar Filing: Eberlein Mark D - Form 3

- (4) Employee stock option granted pursuant to the Graco Inc. 1999 Employee Stock Incentive Plan in a transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.
- (5) Employee stock option granted pursuant to the Graco Inc. 2010 Stock Incentive Plan in transaction exempt under Rule 16b-3. The stock 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.