Edgar Filing: GRACO INC - Form 4/A

GRACO IN	IC										
Form 4/A											
August 22,	2005										
FORM	/ / /		GEGU			GHANGE			PPROVAL		
. •	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check t				511115001	, D .C. Z (,,,,,,			January 31,		
if no lo		MENT OF	CHAN	NGES IN	BENEF	WNERSHIP OF	Expires:	2005			
subject to Section 16. SECURITIES								Estimated burden hou	•		
Form 4	or							response			
Form 5 obligati							nge Act of 1934,				
may con				•	•	- ·	of 1935 or Section	on			
See Inst		30(h)	of the I	nvestment	Compai	ny Act of 1	940				
1(b).											
(Print or Type	Responses)										
1. Name and GILLIGAN	2. Issue Symbol	er Name an o	d Ticker of	Trading	5. Relationship of Reporting Person(s) to Issuer						
			-	O INC [G	GG]						
(Last) (First) (Middle)				of Earliest T	-		(Check all applicable)				
(2400)	(1155)	· · · ·		Day/Year)	ransaction		X_ Director 10% Owner				
88 11TH AVENUE NE			07/01/2005				Officer (give title Other (specify below) below)				
	(Street)		4. If Am	If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person				
MINNEA	POLIS, MN 55413		07/06/2	2005				More than One R			
(City)	(State)	(Zip)		ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3. Transatia	4. Securit			6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution l any	Date, 11	Transactio Code	Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(1150.5)		(Month/Day/Year)					Owned	(I)	Ownership		
								(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benet	ficially ow	ned directly	or indirectly.				
					-	-	pond to the colle	ction of	SEC 1474		
							ained in this form		(9-02)		

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security			or Dispose (D) (Instr. 3, 4 and 5)	Instr. 3, 4,						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(1)</u>	07/01/2005	А		347.94		<u>(1)</u>	(1)	Common Stock	347.94	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GILLIGAN J KEVIN 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х							
Signatures								
By: Kristen C. Nelson For: J. K Gilligan	08/17/2005							

**Signature of Reporting Person

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).

Date

(1) The phantom stock units were accrued under the Graco Inc. Stock Incentive Plan and are to be settled 100% in Graco common stock in a lump sum or installments upon reporting person's termination of service on the Board.

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.