Edgar Filing: GRACO INC - Form 4/A

GRACO I	NC									
Form 4/A										
August 22	, 2005									
FOR	M 4		an an			antinar			PPROVAL	
	••••• UNITED	STATES					COMMISSIO	ONID	3235-0287	
Check	this box		vva	shington	, D.C. 2(1549		Number:	January 31,	
if no lo		MENT OF	СНАВ	ACES IN	RENEE		WNERSHIP OF	Expires:	2005	
subjec	1 10		CIIAI	SECUE	Estimated	Estimated average				
Section Form				SECCI				burden hou response		
Form :	5 Filed pu	rsuant to S	ection	16(a) of th	ne Securi	ties Excha	nge Act of 1934,	•	. 0.0	
obliga	tions Section 17						of 1935 or Secti			
	ontinue. Section 17	30(h) o	of the In	nvestment	t Compai	ny Act of 1	940			
1(b).										
(Print or Typ	e Responses)									
1 Name and	Address of Peporting	Derson *	0.1	N	1		5 Palationshin	of Penarting Pe	$r_{son(s)}$ to	
1. Name and Address of Reporting Person <u>*</u> CARROLL WILLIAM J			2. Issue Symbol	er Name an	a licker of	Trading	5. Relationship of Reporting Person(s) to Issuer			
01111102			•	O INC [G	GGI					
				-	-		(Check all applicable)			
(Last)	(First) (3. Date of Earliest Transaction (Month/Day/Year)				X Director	100	% Owner	
			07/01/2005			Officer (give title Other (specify				
			0110112	2005			below)	below)		
	(Street)			endment, D	-	ıl	6. Individual or Joint/Group Filing(Check			
				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person			
07/06/2 MINNEAPOLIS, MN 55413				2005			Form filed by More than One Reporting			
WIIININLA	10L13, 1011, 3341.	5					Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution I	Date, if	Transactio Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial	
(1150.5)		any (Month/Day/Year)		(Instr. 8)	(Instr. 3,		Owned	(I) or muneet	Ownership	
		· ·		, , ,			Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported Transaction(s)			
				a		or	(Instr. 3 and 4)			
				Code V	Amount	(D) Price	,			
Reminder: R	Report on a separate line	e for each cla	iss of sec	urities bene	ficially ow	ned directly o	or indirectly.			
							pond to the colle		SEC 1474	
							ained in this form		(9-02)	

required to respond to the collection of SEC 1information contained in this form are not (9required 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			(D)	(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>	<u>(1)</u>	Common Stock	347.94	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
CARROLL WILLIAM J 88 11TH AVENUE NE MINNEAPOLIS, MN 55413	Х							
Signatures								
By: Kristen C. Nelson For: Will Carroll	lliam J	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.