

MCHALE PATRICK J
Form 4
April 30, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Person *
MCHALE PATRICK J

(Last) (First) (Middle)
88 11TH AVENUE NE
(Street)

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GRACO INC [GGG]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/27/2018 | | M | 390,000 | A \$ 16.6134 | 1,293,696.7552 | D |
| Common Stock | 04/27/2018 | | M | 163,203 | A \$ 24.7934 | 1,456,899.7552 | D |
| Common Stock | 04/27/2018 | | M | 150,870 | A \$ 23.8467 | 1,607,769.7552 | D |
| Common Stock | 04/27/2018 | | M | 405,000 | A \$ 19.58 | 2,012,769.7552 | D |
| Common Stock | 04/27/2018 | | M | 184,575 | A \$ 24.9334 | 2,197,344.7552 | D |
| | 04/27/2018 | | F | 930,974 | D \$ 45.98 | 1,266,370.7552 | D |

Common
Stock

Common Stock 04/30/2018 D 650,770 D \$ 43.33 615,600.7552 D

Common Stock 5,755.7257 I By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non-qualified Stock Option (Right to Buy) | \$ 16.6134 | 04/27/2018 | | M | 390,000 | (1) 02/17/2022 | Common Stock | 390,000 | |
| Non-qualified Stock Option (Right to Buy) | \$ 24.7934 | 04/27/2018 | | M | 163,203 | (1) 02/13/2025 | Common Stock | 163,203 | |
| Non-qualified Stock Option (Right to Buy) | \$ 23.8467 | 04/27/2018 | | M | 150,870 | (2) 02/12/2026 | Common Stock | 150,870 | |
| Non-qualified Stock Option (Right to Buy) | \$ 19.58 | 04/27/2018 | | M | 405,000 | (1) 02/15/2023 | Common Stock | 405,000 | |
| Non-qualified Stock Option (Right to Buy) | \$ 24.9334 | 04/27/2018 | | M | 184,575 | (1) 02/14/2024 | Common Stock | 184,575 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

MCHALE PATRICK J
88 11TH AVENUE NE
MINNEAPOLIS, MN 55413

X

President and CEO

Signatures

/s/ Francis J. Brixius Jr., attorney-in-fact for Mr.
McHale

04/30/2018

**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) 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.
- (2) Employee stock option granted pursuant to the Graco Inc. 2015 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.

Remarks:

The reported stock option exercises and sale of common stock were completed to fund costs associated with marital dissolution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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