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Form 4							
February 20, 2008 FORM 4 UNITED		RITIES AND EX ashington, D.C. 20	N OMB Number:	PPROVAL 3235-0287 January 31,			
Section 16. Form 4 or	IENT OF CHAN	NGES IN BENEF SECURITIES	Estimated burden hou	Expires: 2005 Estimated average burden hours per response 0.5			
abligations	a) of the Public U	16(a) of the Securit Jtility Holding Cor nvestment Compar	npany Act	of 1935 or Sect			
(Print or Type Responses)							
1. Name and Address of Reporting GALLIVAN KAREN PARK	Symbol	er Name and Ticker or O INC [GGG]	Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (N	Middle) 3. Date of	of Earliest Transaction		(Cr	eck all applicabl	e)	
88 11TH AVENUE NE	8 11TH AVENUE NE (Month/I 02/15/2			Director 10% Owner XOfficer (give title Other (specify below) below) Vice President			
(Street)		endment, Date Origina onth/Day/Year)	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNEAPOLIS, MN 55413					y More than One R		
(City) (State)	(Zip) Tak	ole I - Non-Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	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)	
Reminder: Report on a separate line	for each class of sec	Perso	ns who res	or indirectly. spond to the colle ained in this for		SEC 1474 (9-02)	

information contained in this form are not (9-0) 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 Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/I	Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 35.9 <u>(1)</u>	02/15/2008	8		А		30,000		<u>(1)</u>	02/15/2018	Common Stock	30,0
Reporting	g Ownei	ſS										
Reporting Owner	· Name / Address	2	Relationships									
Reporting Owner	Traine / Audress	Director	10% Owner	Officer			Other					
GALLIVAN K. 88 11TH AVEN MINNEAPOLI	NUE NE			Vice P	resider	ıt						
Signature	es											
By: Kristen C. Gallivan		wer of attor	ney For: Ka	ren Park			02/	20/2	2008			

**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).

Employee stock option granted pursuant to the Amended and Restated Graco Inc. Stock Incentive Plan (2006) in transaction exempt(1) under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing one year after the date of the grant.

(2) No consideration was paid for this option.

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.