

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Quarterly Report Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

For the quarterly period ended June 25, 1999

Commission File Number: 001-9249

GRACO INC.

(Exact name of Registrant as specified in its charter)

Minnesota

41-0285640

(State of incorporation)

(I.R.S. Employer Identification Number)

88-11th Avenue N.E.
Minneapolis, Minnesota

55413

(Address of principal executive offices)

(Zip Code)

(612) 623-6000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

20,337,102 common shares were outstanding as of July 23, 1999.

GRACO INC. AND SUBSIDIARIES

INDEX

Page Number

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Statements of Earnings	3
Consolidated Balance Sheets	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6-7

Item 2. Management's Discussion and Analysis
 of Financial Condition and
 Results of Operations

8-11

PART II OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders	12
Item 6. Exhibits and Reports on Form 8-K	12
SIGNATURES	13
Non-employee Director Stock Plan, as amended June 18, 1999	Exhibit 10
Computation of Net Earnings per Common Share	Exhibit 11
Financial Data Schedule (EDGAR filing only)	Exhibit 27

Item 4. Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders held on May 4, 1999, James A. Earnshaw, David A. Koch, Richard D. McFarland, Lee R. Mitau, and Martha A.M. Morfitt were elected to the office of Director with the following votes:

	FOR ---	WITHHELD -----
James A. Earnshaw	16,523,453	61,224
David A. Koch	16,552,963	61,715
Richard D. McFarland	16,506,598	78,080
Lee R. Mitau	16,517,404	67,274
Martha A.M. Morfitt	16,515,833	68,845

At the same meeting, the following matters were also voted upon with the votes as indicated:

The approval of the Executive Officer Annual Incentive Bonus Plan with the following votes:

FOR ---	AGAINST -----	ABSTENTIONS -----	BROKER NON-VOTE -----
15,778,449	650,470	155,759	0

The selection of Deloitte & Touche as independent auditors for the current year was approved and ratified, with the following votes:

FOR ---	AGAINST -----	ABSTENTIONS -----	BROKER NON-VOTE -----
16,432,643	47,292	104,742	0

No other matters were voted on at the meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GRACO INC.

Date: May , 2001

By: /s/George Aristides

George Aristides
Chairman of the Board and
Chief Executive Officer

Date: May , 2001

By: /s/James A. Graner

James A. Graner
Vice President & Controller
("duly authorized officer")