

☐

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div>O'Shea Peter J</div> <div>(Last) (First) (Middle)</div> <div>88 11TH AVENUE NE</div> <div>(Street)</div> <div>MINNEAPOLIS MN 55413</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>GRACO INC [ GGG ]</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>President, WW LED, Pres SCA</div>	
	<div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>11/08/2023</div>		
	<div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
	<div>Rule 10b5-1(c) Transaction Indication</div> <div><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div>		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2023		J		14,156 <sup>(1)</sup>	D	\$0	14,155.0077 <sup>(2)</sup>	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy)	\$24.9333	11/08/2023		J			8,420 <sup>(3)</sup>	(4)	02/14/2024	Common Stock	8,420	\$0	8,420	D	
Non-qualified Stock Option (Right to Buy)	\$24.7934	11/08/2023		J			18,075 <sup>(3)</sup>	(4)	02/13/2025	Common Stock	18,075	\$0	18,075	D	
Non-qualified Stock Option (Right to Buy)	\$23.8467	11/08/2023		J			23,820 <sup>(3)</sup>	(5)	02/12/2026	Common Stock	23,820	\$0	23,820	D	
Non-qualified Stock Option (Right to Buy)	\$30.3467	11/08/2023		J			18,795 <sup>(3)</sup>	(5)	02/17/2027	Common Stock	18,795	\$0	18,795	D	
Non-qualified Stock Option (Right to Buy)	\$43.9	11/08/2023		J			13,095 <sup>(3)</sup>	(5)	02/16/2028	Common Stock	13,095	\$0	13,095	D	
Non-qualified Stock Option (Right to Buy)	\$45.56	11/08/2023		J			16,390 <sup>(3)</sup>	(5)	02/15/2029	Common Stock	16,390	\$0	16,390	D	
Non-qualified Stock Option (Right to Buy)	\$56.35	11/08/2023		J			16,296 <sup>(3)</sup>	(6)	02/14/2030	Common Stock	16,296	\$0	17,804	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy)	\$71.92	11/08/2023		J			11,222 <sup>(3)</sup>	(6)	02/12/2031	Common Stock	11,222	\$0	15,668	D	
Non-qualified Stock Option (Right to Buy)	\$71.73	11/08/2023		J			7,822 <sup>(3)</sup>	(6)	02/18/2032	Common Stock	7,822	\$0	18,408	D	
Non-qualified Stock Option (Right to Buy)	\$71.47	11/08/2023		J			1,640 <sup>(3)</sup>	(6)	02/17/2033	Common Stock	1,640	\$0	20,680	D	

Explanation of Responses:

1. Represents shares of Graco Common Stock transferred to the Reporting Person's former spouse pursuant to a divorce decree. Following the transfer, the Reporting Person no longer has a reportable beneficial ownership in these securities.
2. Included in the amount reported are shares of Graco Common Stock acquired under the Graco Inc. Automatic Dividend Reinvestment Plan (DRIP), exempt under Rule 16a-11.
3. Represents the beneficial ownership interests in stock options transferred to the Reporting Person's former spouse pursuant to a divorce decree. Following the transfer, the Reporting Person no longer has a reportable beneficial ownership in these securities.
4. 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.
5. 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.
6. Employee stock option granted pursuant to the Graco Inc. 2019 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 common stock and stock option transfer was completed in connection with Mr. O'Shea's marital dissolution, which was concluded on November 8, 2023.

/s/ Joseph J. Humke, attorney-  
in-fact for Mr. O'Shea

12/22/2023

\*\* Signature of Reporting Person                      Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.