FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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

1. Name and Address of Reporting Person* MCHALE PATRICK J					er Name and Tick . <u>CO INC</u> [g		ding S	symbol	(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Officer (give title Other (specify)					
(Last)	,	irst)	(Middle)	3. Date 07/30/	of Earliest Trans 2003	action (M	onth/E	Day/Year)		X Officer (give title Other (specify below) Vice President					
(Street)	APOLIS M	IN	55440-1441	4. If Am	nendment, Date o	iled by One iled by More	oint/Group Filing (Check Applicable ed by One Reporting Person ed by More than One Reporting								
(City)	(S	state)	(Zip)								Persor	1			
			ble I - Non-Deri			-	Dis	1			-				
1. Title of Security (Instr. 3)			Date	saction //Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			Disposed	Of (D) (Inst	s Acquired (A) or of (D) (Instr. 3, 4 and 5)		int of es ally Following d tion(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					<u> </u>	Code	V	Amount	(A) or (D)	_	(Instr. 3	and 4)	_		
Common				01/2003		J ⁽¹⁾		925	A	\$22.7		958	D -		
Common				80/2003		M		6,750	A	\$13.1	_	,708	D		
Common				80/2003		M		450	A	\$9.5	_	,158	D		
Common				80/2003		M		12,657	_	\$13.6		,815	D		
Common				80/2003		M		5,626	A	\$17.5		,441	D		
Common				80/2003		M		2,813	A	\$27.5	_	,254	D		
Common				80/2003		S		296	D	\$36.	_	,958	D		
Common				80/2003		S	_	100	D	\$36.1		,858	D		
Common				80/2003		S	_	100	D	\$36.1	_	,758	D		
Common Stock				80/2003		S		100	D	\$36.1	_	,658	D		
Common Stock				80/2003		S		100	D	\$36.1	_	,558	D D		
Common Stock				80/2003		S		300	D	\$36.	_	35,258			
Common Stock				80/2003		S		100	D	\$36.0		,158	D		
Common Stock				80/2003		S		2,300				,858	D		
Common Stock				80/2003		 		100	D	\$36.0		,758	D		
Common Stock				80/2003		S		100	D	\$36.0	_	,658	D		
Common Stock				80/2003		S		24,000	_	\$35.9		658	D D		
Common Stock				80/2003		S		400	D	\$35.9	_	8,258			
Common Stock				80/2003		S		300	D	\$36.0	- 	958	D		
Common Stock				31/2003		J ⁽²⁾		3.4226		\$0	941.974		I	by ESOP	
Common	Stock			80/2003		J ⁽²⁾		0.7029		\$0		.6769	I	by ESOP	
			Table II - Deriva (e.g.,		curities Acqı IIs, warrants						Owned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any			if any	4. Transactior Code (Instr 8)	ı of	Expiratio	. Date Exercisab :xpiration Date Month/Day/Year)		7. Title an of Securit Underlyin Derivative (Instr. 3 an	ies g : Security nd 4)	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership t (Instr. 4)	
				Code V		Date Exercisal		Expiration Date	Title	Amount or Number of Shares					

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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	vative urities uired or oosed O) (Instr. 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)	\$9.55	07/30/2003		M			450	08/08/1988 ⁽³⁾	02/22/2009	Common Stock	450	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$13.14	07/30/2003		М			6,750	08/08/1988 ⁽³⁾	02/18/2008	Common Stock	6,750	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$13.64	07/30/2003		М			12,657	08/08/1988 ⁽⁴⁾	02/23/2010	Common Stock	12,657	\$0	4,218	D	
Non- Qualified Stock Option (right to buy)	\$17.57	07/30/2003		M			5,626	08/08/1988 ⁽⁴⁾	02/23/2011	Common Stock	5,626	\$0	5,624	D	
Non- Qualified Stock Option (right to buy)	\$27.59	07/30/2003		М			2,813	08/08/1988 ⁽⁵⁾	02/22/2012	Common Stock	2,813	\$0	8,437	D	

Explanation of Responses:

- 1. Includes shares acquired under Graco Employee Stock Purchase Plan, exempt under Rule 16b-3.
- $2.\ Dividends\ paid\ pursuant\ to\ the\ Graco\ Employee\ Stock\ Ownership\ Plan,\ exempt\ under\ Rule\ 16b-3(c).$
- 3. Employee stock option granted pursuant to the Graco Inc. Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3. The stock option becomes exercisable in four equal annual installments, commencing two years after the date of the grant.
- 4. Employee stock option granted pursuant to the Graco Inc. Long-Term Stock Incentive Plan in a 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. 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.

s/Kristen C. Nelson Attorneyin-Fact for Patrick J. McHale

07/31/2003

** 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.

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