

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

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

GRACO INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

384109-10-4

(CUSIP Number)

JULY 2, 1998

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

1 NAMES OF REPORTING PERSON
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Trust U/W Clarissa L. Gray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Trust governed by the laws of Minnesota

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 993,642
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 993,642
	8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
993,642

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.96%

12 TYPE OF REPORTING PERSON*
00 (Trust)

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSON
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
U.S. Bank Trust National Association SD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
Trustee of Clarissa L. Gray Trust (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Trust governed by the laws of Minnesota

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	6	SHARED VOTING POWER 993,642
	7	SOLE DISPOSITIVE POWER
	8	SHARED DISPOSITIVE POWER 993,642

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
993,642

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.96%

12 TYPE OF REPORTING PERSON*
BK

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSON
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Paul M. Torgerson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
Trustee of Clarissa L. Gray Trust (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
1,342,392 (Includes all shares held by the
Trust and 348,750 shares held by Greycoach
Foundation of which Mr. Torgerson is a
director)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
1,342,392

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,342,392

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.70%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSON
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
David A. Koch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
Trustee of Clarissa L. Gray Trust (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 500,917 (Includes ESOP Shares of 744 and 18,642 options scheduled to vest within 60 days)
	6	SHARED VOTING POWER 2,132,933 (Includes all shares held by the Trust; 67,791 shares owned by Mr. Koch's wife, as to which Mr. Koch may be deemed to share voting power; 44,968 shares owned by Graco Foundation of which Mr. Koch is a director; 677,782 shares owned by the Graco Pension Plan as to which Mr. Koch shares voting power; and 348,750 shares held by Greycoach Foundation of which Mr. Koch is a director)
	7	SOLE DISPOSITIVE POWER 500,917
	8	SHARED DISPOSITIVE POWER 2,132,933

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,633,850

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.1%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

The Statement of Ownership, as amended, filed by the Trust U/W Clarissa L. Gray (the "Trust") pursuant to Rules 13d-1(d) and 13d-2(b) under Section 13(d) of the Securities Exchange Act of 1934, as amended, with respect to the Trust's ownership of shares of common stock of Graco Inc., is hereby amended by restating such statement, as amended, to add or to update the information contained therein.

ITEM 1

- (a) Name of Issuer:
Graco Inc.
- (b) Address of Issuer's Principal Executive Offices:
4050 Olson Memorial Highway
Golden Valley, Minnesota 55422

ITEM 2

- (a) Name of Person Filing:
Trust U/W Clarissa L. Gray
- (b) Address:
c/o U.S. Bank Trust National Association SD
141 North Main Avenue
Suite 400
Sioux Falls, South Dakota 57102-1133
- (c) Citizenship:
Governed by Minnesota law
- (d) Title of Class of Securities:
COMMON
- (e) CUSIP Number:
384109-10-4

The three trustees of the Clarissa L. Gray Trust share the power to vote and dispose of the shares held by the Trust. The trustees have joined in this filing since, under applicable Rules of the Securities and Exchange Commission, such powers may cause the trustees to be deemed to be beneficial owners of the shares held by the Trust. The trustees disclaim the existence of any group relationship among the trustees except such relationship as may be deemed to exist by virtue of their status as trustees.

Effective March 19, 1998, U.S. Bank Trust National Association SD replaced First Bank of South Dakota, N.A. as trustee of the Trust. Following First Bank System, Inc.'s acquisition of U.S. Bancorp on August 1, 1997 and the subsequent name change of each of the First Bank System banks to reflect the U.S. Bank name, First Bank of South Dakota merged with an affiliate located in North Dakota. Prior to the merger, a new national bank affiliate, U.S. Bank Trust National Association SD, was chartered in South Dakota, N.A. to receive and assume all personal trust and agency relationships of First Bank of South Dakota, N.A. The transfer of the Trust's accounts from First Bank of South Dakota, N.A. to U.S. Bank Trust National Association SD became effective on March 19, 1998. The other trustees of the Trust are David M. Koch and Paul M. Torgerson, both of which are individual residents of the State of Minnesota. The principal business address of each of the trustees of the Trust is as follows:

U.S. Bank Trust National Association SD
141 North Main Avenue
Suite 400
Sioux Falls, South Dakota 57102-1133

David A. Koch
505 North Highway 169
Suite 595
Plymouth, Minnesota 55441

Paul M. Torgerson
220 South Sixth Street
Minneapolis, Minnesota 55402

ITEM 3

This statement is being filed pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, because the shares of the Issuer owned by the Trust were acquired prior to December 22, 1970.

ITEM 4

Ownership:

(a) Amount beneficially owned:

993,642

(b) Percentage of Class:

4.96%

(c) Number of Shares as to which the Trust has:

(i) Sole power to vote or direct the vote:

993,642

(ii) Shared power to vote or direct the vote:

None

(iii) Sole power to dispose or direct the disposition:

993,642

(iv) Shared power to dispose or direct the disposition:

None

The trustees share the power to vote or to direct the vote and to dispose or direct the disposition of all shares held by the Trust. Any additional shares of Graco Inc. owned by individual trustees are listed on the Cover Page relating to such trustee.

ITEM 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

ITEM 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

ITEM 7 Identification and Classification of Members of the Subsidiary which Acquired the Security Being Reported on by Parent Holding Company.

Not Applicable

ITEM 8 Identification and Classification of Members of the Group:

Not Applicable, but see Item 2.

ITEM 9 Notice of Dissolution of Group:

Not Applicable

ITEM 10 Certification:

Not Applicable. (See Item 3.)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 10, 1998

TRUST U/W CLARISSA L. GRAY

U.S. Bank Trust National Association SD,
Trustee

By: /s/ Thomas J. Flynn, Senior V.P.

U.S. Bank Trust National Association SD,
Trustee

By: /s/ Cynthia C. Nassen, Asst. V.P.

/s/ Paul M. Torgerson

Paul M. Torgerson, Trustee

/s/ David A. Koch

David A. Koch, Trustee