

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0000042888</a>			X Corporation
Name of Issuer			Limited Partnership
GRACO INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
MINNESOTA			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
GRACO INC			
Street Address 1		Street Address 2	
88 11th Avenue NE			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Minneapolis	MINNESOTA	55413-1894	612-623-6000

3. Related Persons

Last Name	First Name	Middle Name
McHale	Patrick	J.
Street Address 1	Street Address 2	
88 11th Avenue NE		
City	State/Province/Country	ZIP/PostalCode
Minneapolis	MINNESOTA	55413-1894
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ahlers	David	M.
Street Address 1	Street Address 2	
88 11th Avenue NE		
City	State/Province/Country	ZIP/PostalCode
Minneapolis	MINNESOTA	55413-1894
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Chambers	Caroline	M.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Gallivan	Karen	Park
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Graner	James	A.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Johnson	Dale	D.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Johnson	Jeffrey	P.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Lowe	David	M.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894

**Relationship:** X Executive Officer   Director   Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Paulis	Simon	J. W.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Rescorla	Charles	L.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Sheahan	Mark	W.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Zumbolo	Brian	J.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Carroll	William	J.
<b>Street Address 1</b>	<b>Street Address 2</b>	
88 11th Avenue NE		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> Executive Officer X Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Eugster	Jack	W.

Street Address 1

88 11th Avenue NE

City

Minneapolis

Relationship:

Executive Officer X Director

Street Address 2

State/Province/Country

MINNESOTA

Promoter

ZIP/PostalCode

55413-1894

Clarification of Response (if Necessary):

Last Name

Etchart

Street Address 1

88 11th Avenue NE

City

Minneapolis

First Name

Eric

Street Address 2

State/Province/Country

MINNESOTA

Middle Name

P.

ZIP/PostalCode

55413-1894

Relationship:

Executive Officer X Director

Promoter

Clarification of Response (if Necessary):

Last Name

Gilligan

Street Address 1

88 11th Avenue NE

City

Minneapolis

First Name

J.

Street Address 2

State/Province/Country

MINNESOTA

Middle Name

Kevin

ZIP/PostalCode

55413-1894

Relationship:

Executive Officer X Director

Promoter

Clarification of Response (if Necessary):

Last Name

Mitau

Street Address 1

88 11th Avenue NE

City

Minneapolis

First Name

Lee

Street Address 2

State/Province/Country

MINNESOTA

Middle Name

R.

ZIP/PostalCode

55413-1894

Relationship:

Executive Officer X Director

Promoter

Clarification of Response (if Necessary):

Last Name

Morfitt

Street Address 1

88 11th Avenue NE

City

Minneapolis

First Name

Martha

Street Address 2

State/Province/Country

MINNESOTA

Middle Name

A.

ZIP/PostalCode

55413-1894

Relationship:

Executive Officer X Director

Promoter

Clarification of Response (if Necessary):

Last Name

Van Dyke

Street Address 1

88 11th Avenue NE

City

Minneapolis

First Name

William

Street Address 2

State/Province/Country

MINNESOTA

Middle Name

G.

ZIP/PostalCode

55413-1894

Relationship:

Executive Officer X Director

Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Van Sant	R.	William
Street Address 1	Street Address 2	
88 11th Avenue NE		
City	State/Province/Country	ZIP/PostalCode
Minneapolis	MINNESOTA	55413-1894
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		
Is the issuer registered as an investment company under the Investment Company Act of 1940?	X Manufacturing	Travel
Yes No	Real Estate	Airlines & Airports
	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)

Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)	
	Section 3(c)(1)	Section 3(c)(9)
	Section 3(c)(2)	Section 3(c)(10)
	Section 3(c)(3)	Section 3(c)(11)
	Section 3(c)(4)	Section 3(c)(12)
	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

X New Notice    Date of First Sale 2011-03-11    First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity	Pooled Investment Fund Interests
X Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$1,000,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
<b>Street Address 1</b>	<b>Street Address 2</b>	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)		
Check “All States” or check individual States	All States	Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount      \$300,000,000 USD    or    Indefinite  
Total Amount Sold          \$150,000,000 USD  
Total Remaining to be Sold \$150,000,000 USD    or    Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions\$0 USD Estimate

Finders' Fees\$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

• Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

• Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GRACO INC	/s/ Patrick J. McHale	Patrick J. McHale	President & CEO	2011-03-25

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

