

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
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1. Name and Address of Reporting Person * <u>SUTTER FRED A</u>			2. Issuer Name and Ticker or Trading Symbol <u>GRACO INC</u> [<u>GGG</u>]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VICE PRESIDENT</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2004</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) <u>88 11TH AVENUE NE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City)	(State)	(Zip)	<u>MINNEAPOLIS MN 55413</u>			

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	07/30/2004		M ⁽¹⁾		8,436	A	\$6.37	31,867	D	
Common Stock	07/30/2004		M		3,375	A	\$8.76	35,242	D	
Common Stock	07/30/2004		M		25,312	A	\$9.09	60,554	D	
Common Stock	07/30/2004		S		22,245	D	\$31.44	38,309	D	
Common Stock	07/30/2004		F ⁽²⁾		8,878	D	\$31.44	29,431	D	
Common Stock	03/31/2004		J ⁽³⁾		18.4671	A	\$29.11	346.4671	I	by ESOP
Common Stock	06/30/2004		J ⁽³⁾		0.066	A	\$31.05	346.5331	I	by ESOP

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)	\$6.37	07/30/2004		M			8,436	(4)	02/22/2009	Common Stock	8,436	\$6.37	0	D	
Non-Qualified Stock Option (right to buy)	\$8.76	07/30/2004		M			3,375	(4)	02/18/2008	Common Stock	3,375	\$8.76	0	D	
Non-Qualified Stock Option (right to buy)	\$9.09	07/30/2004		M			25,312	(5)	02/23/2010	Common Stock	25,312	\$9.09	0	D	

Explanation of Responses:

1. On March 30, 2004, the common stock of Graco Inc. split 3-for-2. Reporting person's end of period holdings and the exercise price and amount of shares underlying derivative securities have been proportionately adjusted to reflect this split.
2. Transaction exempt under Rule 16b-3(e); stock delivered to issuer to cover the exercise price, or stock retained by issuer to cover withholding taxes.
3. Dividends paid pursuant to the Graco Employee Stock Ownership Plan, exempt under Rule 16b-3(c).
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 two years after the date of the grant.
5. 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.

By: Kristen C. Nelson For:
Fred A. Sutter

08/03/2004

** 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.