

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 4, 2009**

**Graco Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction  
of Incorporation)

**001-9249**

(Commission  
File Number)

**41-0285640**

(I.R.S. Employer  
Identification No.)

**88-11<sup>th</sup> Avenue Northeast  
Minneapolis, Minnesota**

(Address of principal executive offices)

**55413**

(Zip Code)

Registrant's telephone number, including area code: **(612) 623-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule-425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 4, 2009, the Board of Directors (the "Board") accepted the resignation of Mr. Mark H. Rauenhurst from the Board and related responsibilities on the Audit and Management Organization and Compensation Committees.


The Company's Corporate Governance Guidelines require a director to offer his or her written resignation upon any significant change in his or her employment status. Mr. Rauenhurst recently stepped down as Chairman and CEO of Opus Corporation and became a consultant to Rauenhurst Trusts, which owns the Opus group of companies. Mr. Rauenhurst's term on the Board would have expired at the time of the annual meeting of shareholders in April 2010.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GRACO INC.

Date: December 10, 2009

By:   
Karen Park Gullivan  
Its: Vice President, General Counsel and Secretary



December 10, 2009

**Electronically Filed**

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street N.W.  
Washington DC 20549

Re: Graco Inc.  
Form 8-K  
File No. 001-09249  
CIK No. 0000042888

Ladies/Gentlemen:

Enclosed is Graco Inc.'s Form 8-K filed to report the resignation of a director under Item 5.02, Departure of Directors or Principal Officers.

Sincerely,

A handwritten signature in black ink, appearing to read 'Karen Park Gallivan', written in a cursive style.

Karen Park Gallivan  
Vice President, General Counsel and Secretary

Enclosure