

GRACO INC
Form 10-Q/A
August 01, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

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

For the quarterly period ended **June 27, 2003**

Commission File Number: 001-9249

GRACO INC.

(Exact name of Registrant as specified in its charter)

Minnesota

(State of incorporation)

41-0285640

(I.R.S. Employer Identification Number)

88 - 11th Avenue N.E.
Minneapolis, Minnesota

(Address of principal executive offices)

55413

(Zip Code)

(612) 623-6000

(Registrant's telephone number, including area
code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
_____ _____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes X No
_____ _____

45,800,000 common shares were outstanding as of July 25, 2003.

SIGNATURES

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: July 30, 2003

By: /s/David A. Roberts

David A. Roberts
President and Chief Executive Officer

Date: July 30, 2003

By: /s/James A. Graner

James A. Graner
Vice President and Controller

Date: July 30, 2003

By: /s/Mark W. Sheahan

Mark W. Sheahan
Vice President and Treasurer

SIGNATURES

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: August 4, 2003

By: /s/David A. Roberts

David A. Roberts
President and Chief Executive Officer

Date: August 4, 2003

By: /s/James A. Graner

James A. Graner
Vice President and Controller

Date: August 4, 2003

By: /s/Mark W. Sheahan

Mark W. Sheahan

GRACO INC.

Vice President and Treasurer