

GRACO INC
Form 8-K
September 28, 2006

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): **September 22, 2006**

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.)

**88-11th 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 September 22, 2006, the Board of Directors (the Board) accepted the resignation of Mr. James H. Moar from the Board and related responsibilities on the Audit and Governance Committees.

Edgar Filing: GRACO INC - Form 8-K

The Company's Corporate Governance Guidelines require a director to offer his or her resignation when the director experiences a change in his or her employment responsibilities. Mr. Moar's employer, Identix Incorporated, recently became a subsidiary of L-1 Identity Solutions Inc. and ceased being a publicly-traded company. Mr. Moar became the President of Identix Incorporated, a position without significant public company responsibilities. The Board accepted Mr. Moar's resignation. A copy of Mr. Moar's letter of resignation is included in this report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Letter of Resignation, dated September 21, 2006

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: September 28, 2006

By: \s\Karen Park Gallivan

Karen Park Gallivan
Its: Vice President, General Counsel and Secretary