

GRACO INC  
Form 10-Q/A  
December 22, 2009

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

FORM 10-Q/A  
Amendment No. 2

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

For the quarterly period ended June 26, 2009

Commission File Number: 001-09249

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).

Yes      No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer                      X      Accelerated Filer  
Non-accelerated Filer                      Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes                      No      X

59,924,000 shares of the Registrant's Common Stock, \$1.00 par value, were outstanding as of July 16, 2009.

## Explanatory Note

The sole purpose of this Amendment No. 2 to our Quarterly Report on Form 10-Q for the period ended June 26, 2009, as originally filed with the Securities and Exchange Commission on July 22, 2009, is to include the certifications required under Rule 13a-14(a) and Section 1350 currently dated and signed by our principal executive officer and principal financial officer.

No other changes have been made to the Form 10-Q other than those described above. This Amendment No. 2 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

## GRACO INC. AND SUBSIDIARIES

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## PART I

Item 1.

GRACO INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF EARNINGS  
 (Unaudited)  
 (In thousands except per share amounts)

|   | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|---|----------------------|------------------|------------------------|------------------|
|   | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Net Sales                                   | \$ 147,712           | \$ 239,230       | \$ 285,592             | \$ 443,350       |
| Cost of products sold                       | 74,704               | 110,467          | 148,256                | 202,734          |
| Gross Profit                                | 73,008               | 128,763          | 137,336                | 240,616          |
| Product development                         | 9,781                | 9,039            | 19,832                 | 16,979           |
| Selling, marketing and distribution         | 28,292               | 35,842           | 60,225                 | 69,663           |
| General and administrative                  | 16,489               | 16,819           | 32,704                 | 34,557           |
| Operating Earnings                          | 18,446               | 67,063           | 24,575                 | 119,417          |
| Interest expense                            | 1,221                | 1,906            | 2,587                  | 3,509            |
| Other expense (income), net                 | 91                   | 98               | 686                    | (17 )            |
| Earnings Before Income Taxes                | 17,134               | 65,059           | 21,302                 | 115,925          |
| Income taxes                                | 5,500                | 22,600           | 6,900                  | 37,900           |
| Net Earnings                                | \$ 11,634            | \$ 42,459        | \$ 14,402              | \$ 78,025        |
| Basic Net Earnings<br>per Common Share      | \$ 0.19              | \$ 0.70          | \$ 0.24                | \$ 1.28          |
| Diluted Net Earnings<br>per Common Share    | \$ 0.19              | \$ 0.69          | \$ 0.24                | \$ 1.27          |
| Cash Dividends Declared<br>per Common Share | \$ 0.19              | \$ 0.19          | \$ 0.38                | \$ 0.37          |

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)  
(In thousands)

|  | June 26,<br>2009 | December 26,<br>2008 |
|--|------------------|----------------------|
| <b>ASSETS</b>  |                  |                      |
| Current Assets   |                  |                      |
| Cash and cash equivalents                                      | \$ 13,909        | \$ 12,119            |
| Accounts receivable, less allowances of<br>\$6,600 and \$6,600 | 112,370          | 127,505              |
| Inventories  | 68,536           | 91,604               |
| Deferred income taxes  | 20,942           | 23,007               |
| Other current assets   | 5,046            | 6,360                |
| Total current assets   | 220,803          | 260,595              |
| Property, Plant and Equipment                                  |                  |                      |
| Cost   | 333,778          | 326,729              |
| Accumulated depreciation                                       | (186,184 )       | (176,975 )           |
| Property, plant and equipment, net                             | 147,594          | 149,754              |
| Goodwill   | 91,740           | 91,740               |
| Other Intangible Assets, net                                   | 46,406           | 52,231               |
| Deferred Income Taxes  | 19,780           | 18,919               |
| Other Assets   | 8,196            | 6,611                |
| Total Assets   | \$ 534,519       | \$ 579,850           |
| <b>LIABILITIES AND SHAREHOLDERS'<br/>EQUITY</b>                |                  |                      |
| Current Liabilities  |                  |                      |
| Notes payable to banks   | \$ 14,664        | \$ 18,311            |
| Trade accounts payable   | 15,452           | 18,834               |
| Salaries, wages and commissions                                | 11,148           | 17,179               |
| Dividends payable  | 11,386           | 11,312               |
| Other current liabilities                                      | 50,685           | 55,524               |
| Total current liabilities                                      | 103,335          | 121,160              |
| Long-term Debt   | 143,915          | 180,000              |
| Retirement Benefits and Deferred Compensation                  | 111,125          | 108,656              |
| Uncertain Tax Positions  | 2,700            | 2,400                |
| Shareholders' Equity   |                  |                      |
| Common stock   | 59,910           | 59,516               |
| Additional paid-in-capital                                     | 184,642          | 174,161              |

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|   |            |            |
|---|------------|------------|
| Retained earnings                             | (30 )      | 8,445      |
| Accumulated other comprehensive income (loss) | (71,078 )  | (74,488 )  |
| Total shareholders' equity                    | 173,444    | 167,634    |
| Total Liabilities and Shareholders' Equity    | \$ 534,519 | \$ 579,850 |

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited) (In thousands)

|   | Twenty-six Weeks Ended |                  |
|---|------------------------|------------------|
|   | June 26,<br>2009       | June 27,<br>2008 |
| Cash Flows From Operating Activities  |                        |                  |
| Net Earnings  | \$ 14,402              | \$ 78,025        |
| Adjustments to reconcile net earnings to<br>net cash provided by operating activities |                        |                  |
| Depreciation and amortization   | 16,953                 | 15,737           |
| Deferred income taxes   | (696 )                 | (4,243 )         |
| Share-based compensation  | 5,209                  | 5,081            |
| Excess tax benefit related to share-based<br>payment arrangements                     | (300 )                 | (2,923 )         |
| Change in   |                        |                  |
| Accounts receivable   | 15,370                 | (22,217 )        |
| Inventories   | 22,691                 | (13,060 )        |
| Trade accounts payable  | (3,218 )               | 3,580            |
| Salaries, wages and commissions   | (6,015 )               | (3,647 )         |
| Retirement benefits and deferred compensation   | 7,215                  | (1,018 )         |
| Other accrued liabilities   | (2,135 )               | (607 )           |
| Other   | 16                     | 315              |
| Net cash provided by operating activities   | 69,492                 | 55,023           |
| Cash Flows From Investing Activities  |                        |                  |
| Property, plant and equipment additions   | (9,129 )               | (12,944 )        |
| Proceeds from sale of property, plant and<br>equipment                                | 495                    | 1,517            |
| Investment in life insurance  | (1,499 )               | (1,499 )         |
| Capitalized software and other intangible asset<br>additions                          | (200 )                 | (726 )           |
| Acquisitions of businesses, net of cash acquired                                      | -                      | (35,266 )        |
| Net cash used in investing activities   | (10,333 )              | (48,918 )        |
| Cash Flows From Financing Activities  |                        |                  |
| Net borrowings (payments) on short-term lines<br>of credit                            | (3,621 )               | (660 )           |
| Borrowings on long-term line of credit  | 68,126                 | 162,235          |
| Payments on long-term line of credit  | (104,211 )             | (80,395 )        |
| Excess tax benefit related to share-based   |                        |                  |

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|  |           |           |
|--|-----------|-----------|
| payment arrangements                                 | 300       | 2,923     |
| Common stock issued                                  | 5,289     | 13,176    |
| Common stock retired                                 | (141 )    | (80,130 ) |
| Cash dividends paid                                  | (22,686 ) | (22,582 ) |
| Net cash provided by (used in) financing activities  | (56,944 ) | (5,433 )  |
| Effect of exchange rate changes on cash              | (425 )    | (705 )    |
| Net increase (decrease) in cash and cash equivalents | 1,790     | (33 )     |
| Cash and cash equivalents                            |           |           |
| Beginning of year                                    | 12,119    | 4,922     |
| End of period  | \$ 13,909 | \$ 4,889  |

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

1. The consolidated balance sheet of Graco Inc. and Subsidiaries (the Company) as of June 26, 2009 and the related statements of earnings for the thirteen and twenty-six weeks ended June 26, 2009 and June 27, 2008, and cash flows for the twenty-six weeks ended June 26, 2009 and June 27, 2008 have been prepared by the Company and have not been audited.

In the opinion of management, these consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position of Graco Inc. and Subsidiaries as of June 26, 2009, and the results of operations and cash flows for all periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Therefore, these statements should be read in conjunction with the financial statements and notes thereto included in the Company's 2008 Annual Report on Form 10-K.

The results of operations for interim periods are not necessarily indicative of results that will be realized for the full fiscal year.

2. The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

| Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|----------------------|------------------|------------------------|------------------|
| June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |

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|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Net earnings available to common shareholders  | \$ 11,634 | \$ 42,459 | \$ 14,402 | \$ 78,025 |
| Weighted average shares outstanding for basic earnings per share                                       | 59,903    | 60,540    | 59,770    | 60,897    |
| Dilutive effect of stock options computed using the treasury stock method and the average market price | 280       | 682       | 273       | 672       |
| Weighted average shares outstanding for diluted earnings per share                                     | 60,183    | 61,222    | 60,043    | 61,569    |
| Basic earnings per share   | \$ 0.19   | \$ 0.70   | \$ 0.24   | \$ 1.28   |
| Diluted earnings per share   | \$ 0.19   | \$ 0.69   | \$ 0.24   | \$ 1.27   |

Stock options to purchase 3,920,000 and 1,889,000 shares were not included in the 2009 and 2008 computations of diluted earnings per share, respectively, because they would have been anti-dilutive.

3. Information on option shares outstanding and option activity for the twenty-six weeks ended June 26, 2009 is shown below (in thousands, except per share amounts):

|                                | Option Shares | Weighted Average Exercise Price | Options Exercisable | Weighted Average Exercise Price |
|--------------------------------|---------------|---------------------------------|---------------------|---------------------------------|
| Outstanding, December 26, 2008 | 3,955         | \$ 30.77                        | 2,186               | \$ 24.98                        |
| Granted                        | 1,180         | 20.74                           |                     |                                 |
| Exercised                      | (80 )         | 7.82                            |                     |                                 |
| Canceled                       | (69 )         | 33.62                           |                     |                                 |
| Outstanding, June 26, 2009     | 4,986         | \$ 28.73                        | 2,525               | \$ 27.92                        |

The aggregate intrinsic value of exercisable option shares was \$6.5 million as of June 26, 2009, with a weighted average contractual term of 4.5 years. There were approximately 4.9 million share options vested and expected to vest as of June 26, 2009, with an aggregate intrinsic value of \$7.4 million, a weighted average exercise price of \$28.73 and a weighted average contractual term of 6.7 years.

Information related to options exercised in the first six months of 2009 and 2008 follows (in thousands):

|  |  |
|--|--|
|  | Twenty-six Weeks Ended                 |
|  | June 26,                      June 27, |

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|                           |        |          |
|---------------------------|--------|----------|
|                           | 2009   | 2008     |
| Cash received             | \$ 622 | \$ 6,605 |
| Aggregate intrinsic value | 1,015  | 8,359    |
| Tax benefit realized      | 400    | 3,000    |

The Company recognized year-to-date share-based compensation of \$5.2 million in 2009 and \$5.1 million in 2008. As of June 26, 2009, there was \$9.7 million of unrecognized compensation cost related to unvested options, expected to be recognized over a weighted average period of 2.4 years.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions and results:

|                                       |                        |   |          |   |
|---------------------------------------|------------------------|---|----------|---|
|                                       | Twenty-six Weeks Ended |   |          |   |
|                                       | June 26,               |   | June 27, |   |
|                                       | 2009                   |   | 2008     |   |
| Expected life in years                | 6.0                    |   | 6.0      |   |
| Interest rate                         | 2.1                    | % | 3.2      | % |
| Volatility                            | 30.1                   | % | 25.0     | % |
| Dividend yield                        | 3.7                    | % | 2.1      | % |
| Weighted average fair value per share | \$ 4.27                |   | \$ 8.43  |   |

Under the Company's Employee Stock Purchase Plan, the Company issued 312,000 shares in 2009 and 216,000 shares in 2008. The fair value of the employees' purchase rights under this Plan was estimated on the date of grant. The benefit of the 15 percent discount from the lesser of the fair market value per common share on the first day and the last day of the plan year was added to the fair value of the employees' purchase rights determined using the Black-Scholes option-pricing model with the following assumptions and results:

|                                       |                        |   |          |   |
|---------------------------------------|------------------------|---|----------|---|
|                                       | Twenty-six Weeks Ended |   |          |   |
|                                       | June 26,               |   | June 27, |   |
|                                       | 2009                   |   | 2008     |   |
| Expected life in years                | 1.0                    |   | 1.0      |   |
| Interest rate                         | 0.7                    | % | 1.5      | % |
| Volatility                            | 51.5                   | % | 27.1     | % |
| Dividend yield                        | 4.5                    | % | 2.1      | % |
| Weighted average fair value per share | \$ 5.60                |   | \$ 8.14  |   |

4. The components of net periodic benefit cost (credit) for retirement benefit plans were as follows (in thousands):

|                                    |                      |           |                        |           |
|------------------------------------|----------------------|-----------|------------------------|-----------|
|                                    | Thirteen Weeks Ended |           | Twenty-six Weeks Ended |           |
|                                    | June 26,             | June 27,  | June 26,               | June 27,  |
|                                    | 2009                 | 2008      | 2009                   | 2008      |
| Pension Benefits                   |                      |           |                        |           |
| Service cost                       | \$ 1,141             | \$ 1,412  | \$ 2,420               | \$ 2,803  |
| Interest cost                      | 3,115                | 3,144     | 6,335                  | 6,290     |
| Expected return on assets          | (2,850 )             | (4,850 )  | (5,550 )               | (9,700 )  |
| Amortization and other             | 2,313                | 144       | 4,727                  | 296       |
| Net periodic benefit cost (credit) | \$ 3,719             | \$ (150 ) | \$ 7,932               | \$ (311 ) |



|                                    |        |        |        |          |
|------------------------------------|--------|--------|--------|----------|
| Postretirement Medical             |        |        |        |          |
| Service cost                       | \$ 100 | \$ 125 | \$ 250 | \$ 250   |
| Interest cost                      | 300    | 375    | 650    | 750      |
| Amortization                       | -      | -      | -      | -        |
| Net periodic benefit cost (credit) | \$ 400 | \$ 500 | \$ 900 | \$ 1,000 |

The Company paid \$1.5 million in June 2009 and \$1.5 million in June 2008 for contracts insuring the lives of certain employees who are eligible to participate in certain non-qualified pension and deferred compensation plans. These insurance contracts will be used to fund the non-qualified pension and deferred compensation arrangements. The insurance contracts are held in a trust and are available to general creditors in the event of the Company's insolvency. Cash surrender value of \$4.1 million and \$2.7 million is included in other assets in the consolidated balance sheet as of June 26, 2009 and December 28, 2008, respectively.

5. Total comprehensive income was as follows (in thousands):

|   | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|---|----------------------|------------------|------------------------|------------------|
|   | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Net earnings  | \$ 11,634            | \$ 42,459        | \$ 14,402              | \$ 78,025        |
| Cumulative translation adjustment                       | -                    | (26 )            | 234                    | (31 )            |
| Pension and postretirement medical liability adjustment | 2,422                | 65               | 4,751                  | 189              |
| Gain (loss) on interest rate hedge contracts            | 364                  | 2,352            | 291                    | (423 )           |
| Income taxes  | (1,030 )             | (893 )           | (1,866 )               | 84               |
| Comprehensive income                                    | \$ 13,390            | \$ 43,957        | \$ 17,812              | \$ 77,844        |

Components of accumulated other comprehensive income (loss) were (in thousands):

|   | June 26,<br>2009 | December 26,<br>2008 |
|---|------------------|----------------------|
| Pension and postretirement medical liability adjustment | \$(67,329)       | \$ (70,322)          |
| Gain (loss) on interest rate hedge contracts            | (2,926)          | (3,109)              |
| Cumulative translation adjustment                       | (823)            | (1,057)              |
| Total   | \$(71,078)       | \$ (74,488)          |

6. The Company has three reportable segments: Industrial, Contractor and Lubrication. The Company does not track assets by segment. Sales and operating earnings by segment for the thirteen and twenty-six weeks ended June 26, 2009 and June 27, 2008 were as follows (in thousands):

| Thirteen Weeks Ended | Twenty-six Weeks Ended |
|----------------------|------------------------|
|----------------------|------------------------|

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|                                 | June 26,<br>2009 | June 27,<br>2008 | June 26,<br>2009 | June 27,<br>2008 |
|---------------------------------|------------------|------------------|------------------|------------------|
| Net Sales                       |                  |                  |                  |                  |
| Industrial                      | \$ 73,334        | \$ 133,092       | \$ 148,566       | \$ 247,343       |
| Contractor                      | 60,386           | 82,061           | 107,834          | 148,241          |
| Lubrication                     | 13,992           | 24,077           | 29,192           | 47,766           |
| Consolidated                    | \$ 147,712       | \$ 239,230       | \$ 285,592       | \$ 443,350       |
| Operating Earnings              |                  |                  |                  |                  |
| Industrial                      | \$ 13,435        | \$ 44,075        | \$ 24,930        | \$ 81,973        |
| Contractor                      | 12,043           | 20,741           | 13,282           | 34,437           |
| Lubrication                     | (1,745 )         | 4,607            | (3,181 )         | 8,924            |
| Unallocated corporate (expense) | (5,287 )         | (2,360 )         | (10,456 )        | (5,917 )         |
| Consolidated                    | \$ 18,446        | \$ 67,063        | \$ 24,575        | \$ 119,417       |

7. Major components of inventories were as follows (in thousands):

|   | June 26,<br>2009 | December 26,<br>2008 |
|---|------------------|----------------------|
| Finished products and components                        | \$ 42,981        | \$ 50,703            |
| Products and components in various stages of completion | 26,305           | 24,938               |
| Raw materials and purchased components                  | 33,917           | 51,348               |
|   | 103,203          | 126,989              |
| Reduction to LIFO cost                                  | (34,667 )        | (35,385 )            |
| Total   | \$ 68,536        | \$ 91,604            |

8. Information related to other intangible assets follows (dollars in thousands):

|   | Estimated<br>Life<br>(years) | Original<br>Cost | Accumulated<br>Amortization | Foreign<br>Currency<br>Translation | Book<br>Value |
|---|------------------------------|------------------|-----------------------------|------------------------------------|---------------|
| June 26, 2009   |                              |                  |                             |                                    |               |
| Customer relationships                                    | 3 - 8                        | \$ 41,075        | \$ (15,562 )                | \$ (181 )                          | \$ 25,332     |
| Patents, proprietary technology and product documentation | 3 - 15                       | 22,737           | (12,026 )                   | (87 )                              | 10,624        |
| Trademarks, trade names and other                         | 3 - 10                       | 4,304            | (1,384 )                    | -                                  | 2,920         |
|   |                              | 68,116           | (28,972 )                   | (268 )                             | 38,876        |
| Not Subject to Amortization:                              |                              |                  |                             |                                    |               |
| Brand names   |                              | 7,530            | -                           | -                                  | 7,530         |
| Total   |                              | \$ 75,646        | \$ (28,972 )                | \$ (268 )                          | \$ 46,406     |
| December 26, 2008   |                              |                  |                             |                                    |               |
| Customer relationships                                    | 3 - 8                        | \$ 41,075        | \$ (12,470 )                | \$ (181 )                          | \$ 28,424     |

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|   |        |           |              |           |           |
|---|--------|-----------|--------------|-----------|-----------|
| Patents, proprietary technology and product documentation | 3 - 15 | 23,780    | (11,290 )    | (87 )     | 12,403    |
| Trademarks, trade names and other                         | 3 - 10 | 5,514     | (3,908 )     | (12 )     | 1,594     |
|   |        | 70,369    | (27,668 )    | (280 )    | 42,421    |
| Not Subject to Amortization:                              |        |           |              |           |           |
| Brand names   |        | 9,810     | -            | -         | 9,810     |
| Total   |        | \$ 80,179 | \$ (27,668 ) | \$ (280 ) | \$ 52,231 |

In the second quarter of 2009, the useful life of certain brand names was determined to be no longer indefinite. The original cost of such brand names, totaling \$2.3 million, is being amortized over a three-year period beginning April 1, 2009. Amortization of intangibles was \$3.0 million in the second quarter of 2009 and \$5.8 million year-to-date. Estimated annual amortization expense is as follows: \$11.2 million in 2009, \$10.5 million in 2010, \$9.4 million in 2011, \$7.9 million in 2012, \$4.1 million in 2013 and \$1.6 million thereafter.

9. Components of other current liabilities were (in thousands):

|  | June 26,<br>2009 | December 26,<br>2008 |
|--|------------------|----------------------|
| Accrued self-insurance retentions        | \$7,978          | \$ 7,896             |
| Accrued warranty and service liabilities | 7,613            | 8,033                |
| Accrued trade promotions                 | 4,235            | 9,001                |
| Payable for employee stock purchases     | 2,207            | 5,473                |
| Income taxes payable                     | 4,555            | 904                  |
| Other                                    | 24,097           | 24,217               |
| Total                                    | \$50,685         | \$ 55,524            |

A liability is established for estimated future warranty and service claims that relate to current and prior period sales. The Company estimates warranty costs based on historical claim experience and other factors including evaluating specific product warranty issues. Following is a summary of activity in accrued warranty and service liabilities (in thousands):

|                                | Twenty-six<br>Weeks Ended<br>June 26,<br>2009 | Year Ended<br>December 26,<br>2008 |
|--------------------------------|---|------------------------------------|
| Balance, beginning of year     | \$ 8,033                                      | \$ 7,084                           |
| Charged to expense             | 2,416   | 6,793                              |
| Margin on parts sales reversed | 1,477   | 3,698                              |
| Reductions for claims settled  | (4,313 )                                      | (9,542 )                           |
| Balance, end of period         | \$ 7,613                                      | \$ 8,033                           |

10. The Company accounts for all derivatives, including those embedded in other contracts, as either assets or liabilities and measures those financial instruments at fair value. The accounting for changes in the fair value of derivatives depends on their intended use and designation.

As part of its risk management program, the Company may periodically use forward exchange contracts and interest rate swaps to manage known market exposures. Terms of derivative instruments are structured to match the terms of the risk being managed and are generally held to maturity. The Company does not hold or issue derivative financial instruments for trading purposes. All other contracts that contain provisions meeting the definition of a derivative also meet the requirements of, and have been designated as, normal purchases or sales. The Company's policy is to not enter into contracts with terms that cannot be designated as normal purchases or sales.

In 2007, the Company entered into interest rate swap contracts that effectively fix the rates paid on a total of \$80 million of variable rate borrowings. One contract fixed the rate on \$40 million of borrowings at 4.7 percent plus the applicable spread (depending on cash flow leverage ratio) until December 2010. The second contract fixed an additional \$40 million of borrowings at 4.6 percent plus the applicable spread until January 2011. Both contracts have been designated as cash flow hedges against interest rate volatility. Consequently, changes in the fair market value are recorded in accumulated other comprehensive income (loss) (AOCI). Amounts included in AOCI will be reclassified to earnings as interest rates increase and as the swap contracts approach their expiration dates. Net amounts paid or payable under terms of the contracts were charged to interest expense and totaled \$1.3 million in the first half of 2009.

The Company periodically evaluates its monetary asset and liability positions denominated in foreign currencies. The Company enters into forward contracts or options, or borrows in various currencies, in order to hedge its net monetary positions. These instruments are recorded at current market values and the gains and losses are included in other expense (income), net. There were seven contracts outstanding as of June 26, 2009, with notional amounts totaling \$13 million. There were 33 contracts outstanding during all or part of the first half of 2009, with net losses of \$0.4 million included in other expense (income), net. The Company believes it uses strong financial counterparts in these transactions and that the resulting credit risk under these hedging strategies is not significant.

The Company uses significant other observable inputs to value the derivative instruments used to hedge interest rate volatility and net monetary positions. The fair market value and balance sheet classification of such instruments follows (in thousands):

|  | Balance Sheet<br>Classification | June 26,<br>2009 | December<br>26,<br>2008 |
|--|---------------------------------|------------------|-------------------------|
| Gain (loss) on interest<br>rate hedge contracts      | Other current liabilities       | \$ (4,645 )      | \$ (4,936 )             |
| Gain (loss) on foreign<br>currency forward contracts |                                 |                  |                         |
| Gains  |                                 | \$ 352           | \$ 1,868                |
| Losses   |                                 | (428 )           | (670 )                  |
| Net  | Accounts receivable             |                  | \$ 1,198                |
|  | Other current liabilities       | \$ (76 )         |                         |

11. In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements." This statement establishes a consistent framework for measuring fair value and expands disclosures on fair market value measurements. SFAS No. 157 was effective

for the Company starting in fiscal 2008 for financial assets and liabilities. With respect to non-financial assets and liabilities, the statement was effective for the Company starting in fiscal 2009. The adoption of this statement as it pertains to non-financial assets and liabilities had no significant impact on the consolidated financial statements.

12. The Company has evaluated subsequent events through the time the financial statements were approved for issuance on July 22, 2009.

Item 2. GRACO INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Overview

The Company designs, manufactures and markets systems and equipment to move, measure, control, dispense and spray fluid materials. Management classifies the Company's business into three reportable segments: Industrial, Contractor and Lubrication. Key strategies include development of new products, expansion of distribution and new market penetration.

The following Management's Discussion and Analysis reviews significant factors affecting the Company's results of operations and financial condition. This discussion should be read in conjunction with the financial statements and the accompanying notes to the financial statements.

Results of Operations

Net sales, net earnings and earnings per share were as follows (in millions except per share amounts and percentages):

|  | Thirteen Weeks Ended |                  |             | Twenty-six Weeks Ended |                  |             |
|--|----------------------|------------------|-------------|------------------------|------------------|-------------|
|  | June 26,<br>2009     | June 27,<br>2008 | %<br>Change | June 26,<br>2009       | June 27,<br>2008 | %<br>Change |
| Net Sales                                | \$ 147.7             | \$ 239.2         | (38 )%      | \$ 285.6               | \$ 443.4         | (36 )%      |
| Net Earnings                             | \$ 11.6              | \$ 42.5          | (73 )%      | \$ 14.4                | \$ 78.0          | (82 )%      |
| Diluted Net Earnings<br>per Common Share | \$ 0.19              | \$ 0.69          | (72 )%      | \$ 0.24                | \$ 1.27          | (81 )%      |

Weak economic conditions worldwide continued to affect the Company's operating results. Sales and orders decreased in all segments and regions. Currency translation had an unfavorable effect on sales (\$5 million for the quarter and \$11 million year-to-date) and net earnings (\$2 million for the quarter and \$4 million year-to-date). Year-to-date, the Company has recorded \$5 million of cost related to workforce reductions, mostly in the first quarter. The resulting decrease in cost structure contributed to an improvement in second quarter net earnings compared to the first quarter.

Consolidated Results

Sales by geographic area were as follows (in millions):

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|              | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|--------------|----------------------|------------------|------------------------|------------------|
|              | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Americas 1   | \$ 88.3              | \$ 131.9         | \$ 168.5               | \$ 247.8         |
| Europe 2     | 34.6                 | 72.0             | 70.4                   | 131.6            |
| Asia Pacific | 24.8                 | 35.3             | 46.7                   | 64.0             |
| Consolidated | \$ 147.7             | \$ 239.2         | \$ 285.6               | \$ 443.4         |

1 North and South America, including the U.S.

2 Europe, Africa and Middle East

Sales for the quarter are down 33 percent in the Americas, 52 percent in Europe (46 percent at consistent translation rates) and 29 percent in Asia Pacific. Year-to-date sales are down 32 percent in the Americas, 47 percent in Europe (40 percent at consistent translation rates) and 27 percent in Asia Pacific. Consolidated sales are down 38 percent for the quarter (36 percent at consistent translation rates) and 36 percent year-to-date (33 percent at consistent translation rates).

Gross profit margin, expressed as a percentage of sales, was 49.4 percent for the quarter and 48.1 percent year-to-date, down from 53.8 percent and 54.3 percent, respectively, for the comparable periods last year. Decreases in both the quarter and year-to-date are due to lower production volumes (approximately 4 percentage points), unfavorable currency translation rates (approximately 1½ percentage points) and increased pension cost (approximately 1 percentage point). Decreases were offset somewhat by favorable material costs (approximately 1 percentage point). Workforce reduction costs in the first quarter affected the year-to-date margin rate by approximately 1 percentage point.

Total operating expenses for the quarter and year-to-date are down 12 percent and 7 percent, respectively. Decreases from translation effects (\$2 million for the quarter, \$4 million year-to-date), lower incentive and bonus provisions and spending reductions are partially offset by higher product development and pension expenses. Increases in product development expense reflect the Company's commitment to continued development of new and improved products as a key component of its strategy for future growth. Year-to-date operating expenses include approximately \$2 million related to workforce reductions made primarily in the first quarter.

The effective income tax rate was 32.1 percent for the quarter compared to 34.7 percent for the second quarter of 2008. The rate was higher in 2008 because the R&D tax credit was not renewed until the fourth quarter and no credit was included in the second quarter provision.

### Segment Results

Certain measurements of segment operations compared to last year are summarized below:

#### Industrial

|                         | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|-------------------------|----------------------|------------------|------------------------|------------------|
|                         | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Net sales (in millions) |                      |                  |                        |                  |
| Americas                | \$ 35.5              | \$ 61.6          | \$ 71.3                | \$ 114.9         |

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|              |         |          |          |          |
|--------------|---------|----------|----------|----------|
| Europe       | 19.8    | 46.1     | 43.7     | 85.8     |
| Asia Pacific | 18.0    | 25.4     | 33.6     | 46.6     |
| Total        | \$ 73.3 | \$ 133.1 | \$ 148.6 | \$ 247.3 |

|   |    |   |    |   |    |   |    |   |
|---|----|---|----|---|----|---|----|---|
| Operating earnings as a percentage of net sales | 18 | % | 33 | % | 17 | % | 33 | % |
|---|----|---|----|---|----|---|----|---|

For the quarter, Industrial segment sales decreased 42 percent in the Americas, 57 percent in Europe (52 percent at consistent translation rates) and 29 percent in Asia Pacific. Year-to-date sales decreased 38 percent in the Americas, 49 percent in Europe (43 percent at consistent translation rates) and 28 percent in Asia Pacific.

In the second quarter, the impacts of low volume and currency translation on operating earnings were partially offset by the impacts of lower selling-related expenses and spending reductions initiated in prior quarters. Low volume, workforce reduction costs, currency translation and increased product development expense affected year-to-date operating earnings as a percentage of sales.

Contractor

|                         | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|-------------------------|----------------------|------------------|------------------------|------------------|
|                         | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Net sales (in millions) |                      |                  |                        |                  |
| Americas                | \$ 41.0              | \$ 51.4          | \$ 72.8                | \$ 93.7          |
| Europe                  | 14.0                 | 24.0             | 24.8                   | 42.0             |
| Asia Pacific            | 5.4                  | 6.7              | 10.2                   | 12.5             |
| Total                   | \$ 60.4              | \$ 82.1          | \$ 107.8               | \$ 148.2         |

|   |    |   |    |   |    |   |    |   |
|---|----|---|----|---|----|---|----|---|
| Operating earnings as a percentage of net sales | 20 | % | 25 | % | 12 | % | 23 | % |
|---|----|---|----|---|----|---|----|---|

For the quarter, Contractor segment sales decreased 20 percent in the Americas, 42 percent in Europe (35 percent at consistent translation rates) and 18 percent in Asia Pacific. Year-to-date sales decreased 22 percent in the Americas, 41 percent in Europe (33 percent at consistent translation rates) and 18 percent in Asia Pacific.

In the second quarter, the impacts of low volume and currency translation on operating earnings were partially offset by the impacts of lower selling-related expenses and spending reductions initiated in prior quarters. Low volume, workforce reduction costs, currency translation and increased product development expense affected year-to-date operating earnings as a percentage of sales. Contractor operating results were also affected by sales, costs and expenses related to the rollout of entry-level paint sprayers to additional paint and home center stores in both 2009 and 2008.

Lubrication

|                         | Thirteen Weeks Ended |                  | Twenty-six Weeks Ended |                  |
|-------------------------|----------------------|------------------|------------------------|------------------|
|                         | June 26,<br>2009     | June 27,<br>2008 | June 26,<br>2009       | June 27,<br>2008 |
| Net sales (in millions) |                      |                  |                        |                  |
| Americas                | \$ 11.8              | \$ 19.0          | \$ 24.4                | \$ 39.1          |
| Europe                  | 0.8                  | 1.9              | 1.9                    | 3.8              |

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|              |         |         |         |         |
|--------------|---------|---------|---------|---------|
| Asia Pacific | 1.4     | 3.2     | 2.9     | 4.9     |
| Total        | \$ 14.0 | \$ 24.1 | \$ 29.2 | \$ 47.8 |

|   |        |      |        |      |
|---|--------|------|--------|------|
| Operating earnings as a percentage of net sales | (12 )% | 19 % | (11 )% | 19 % |
|---|--------|------|--------|------|

For the quarter, Lubrication segment sales decreased 38 percent in the Americas, 58 percent in Europe (54 percent at consistent translation rates) and 56 percent in Asia Pacific. Year-to-date sales decreased 37 percent in the Americas, 50 percent in Europe (46 percent at consistent translation rates) and 41 percent in Asia Pacific.

In the second quarter, the impact of low volume on operating earnings were partially offset by the impacts of lower selling-related expenses and spending reductions initiated in prior quarters. Low volume, workforce reduction costs and increased product development expense affected year-to-date operating earnings as a percentage of sales. Mix of products sold and costs related to discontinued products contributed to lower margin rates in the Lubrication segment.

### Liquidity and Capital Resources

In the first half of 2009, the Company used cash to reduce the borrowings under its long-term line of credit by \$36 million and paid dividends of \$23 million. Significant uses of cash and borrowings in the first half of 2008 included \$80 million for purchases and retirement of Company common stock, \$35 million for a business acquisition and \$23 million for payment of dividends.

Since the end of 2008, inventories have been reduced by \$23 million. Accounts receivable decreased by \$15 million from continuing collections and lower sales levels.

At June 26, 2009, the Company had various lines of credit totaling \$281 million, of which \$123 million was unused. Internally generated funds and unused financing sources are expected to provide the Company with the flexibility to meet its liquidity needs in 2009.

### Outlook

Management expects that global economic conditions will continue to present a challenging operating environment for at least the rest of the year. To the extent permitted by working capital resources, management intends to continue making targeted investments in strategic operating and growth initiatives, including new product development, improving manufacturing efficiencies, expanding distribution and entering new markets.

Working capital management will continue to be a high priority for the remainder of 2009. The Company plans to further reduce inventory and continue its focus on collection of receivables over their normal cycle. Given the uncertainty in world economies and the possibility of continued weakness in markets served, management has contingency plans to appropriately respond to conditions as they develop.

### SAFE HARBOR CAUTIONARY STATEMENT

A forward-looking statement is any statement made in this report and other reports that the Company files periodically with the Securities and Exchange Commission, or in press or earnings releases, analyst briefings and conference calls, which reflects the Company's current thinking on market trends and the Company's future financial performance at the time they are made. All forecasts and projections are forward-looking statements.



The Company desires to take advantage of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 by making cautionary statements concerning any forward-looking statements made by or on behalf of the Company. The Company cannot give any assurance that the results forecasted in any forward-looking statement will actually be achieved. Future results could differ materially from those expressed, due to the impact of changes in various factors. These risk factors include, but are not limited to: economic conditions in the United States and other major world economies, currency fluctuations, political instability, changes in laws and regulations, and changes in product demand. Please refer to Item 1A of, and Exhibit 99 to, the Company’s Annual Report on Form 10-K for fiscal year 2008 for a more comprehensive discussion of these and other risk factors.

Investors should realize that factors other than those identified above and in Item 1A and Exhibit 99 might prove important to the Company’s future results. It is not possible for management to identify each and every factor that may have an impact on the Company’s operations in the future as new factors can develop from time to time.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes related to market risk from the disclosures made in the Company’s 2008 Annual Report on Form 10-K.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

As of the end of the fiscal quarter covered by this report, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures. This evaluation was done under the supervision and with the participation of the Company's President and Chief Executive Officer, the Chief Financial Officer and Treasurer, the Vice President and Controller, and the Vice President, General Counsel and Secretary. Based upon that evaluation, they concluded that the Company's disclosure controls and procedures are effective in gathering, analyzing and disclosing information needed to satisfy the Company's disclosure obligations under the Exchange Act.

Changes in internal controls

During the quarter, there was no change in the Company's internal control over financial reporting that has materially affected or is reasonably likely to materially affect the Company’s internal control over financial reporting.

PART II OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes to the Company’s risk factors from those disclosed in the Company’s 2008 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

On September 28, 2007, the Board of Directors authorized the Company to purchase up to 7,000,000 shares of its outstanding common stock, primarily through open-market transactions. This authorization expires on September 30, 2009.

In addition to shares purchased under the Board authorizations, the Company purchases shares of common stock held by employees who wish to tender owned shares to satisfy the exercise price or tax withholding on option exercises.

Information on issuer purchases of equity securities follows:

| Period                      | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (at end of period) |
|-----------------------------|----------------------------------|------------------------------|--|---|
| Mar 28, 2009 – Apr 24, 2009 | -                                | \$ -                         | -  | 3,068,234   |
| Apr 25, 2009 – May 22, 2009 | 6,290                            | \$ 22.57                     | -  | 3,068,234   |
| May 23, 2009 – Jun 26, 2009 | -                                | \$ -                         | -  | 3,068,234   |

Item 4. Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders held on April 24, 2009, three directors were elected to the Board of Directors with the following votes:

|                     | For        | Withheld  |
|---------------------|------------|-----------|
| William J. Carroll  | 51,744,263 | 1,246,050 |
| Jack W. Eugster     | 51,737,026 | 1,253,287 |
| R. William Van Sant | 51,760,317 | 1,229,997 |

At the same meeting, the appointment of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm was ratified, with the following votes:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 52,101,637 | 842,984 | 45,691      |

|         |          |   |
|---------|----------|---|
| Item 6. | Exhibits |   |
|         | 31.1     | Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a).  |
|         | 31.2     | Certification of Chief Financial Officer and Treasurer pursuant to Rule 13a-14(a).  |
|         | 32       | Certification of the President and Chief Executive Officer and the Chief Financial Officer and Treasurer pursuant to Section 1350 of Title 18, U.S.C. |

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: December 22, 2009

By: /s/Patrick J. McHale  
Patrick J. McHale  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: December 22, 2009

By: /s/James A. Graner  
James A. Graner  
Chief Financial Officer and Treasurer  
(Principal Financial Officer)

Date: December 22, 2009

By: /s/Caroline M. Chambers  
Caroline M. Chambers  
Vice President and Controller  
(Principal Accounting Officer)