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

At the Annual Meeting of Shareholders held on May 2, 2000, George Aristides, Ronald O. Baukol, Robert G. Bohn and Willaim J. Carroll were elected to the Office of Director with the following votes:

	FOR ---	WITHHELD -----
George Aristides	18,074,462	523,537
Ronald O. Baukol	18,459,654	138,344
Robert G. Bohn	18,438,519	159,479
William J. Carroll	18,436,251	161,747

At the same meeting, the following matters were also voted upon with the votes as indicated:

The adoption of an amendment to the Company's Restated Articles of Incorporation was approved, with the following votes:

FOR ---	AGAINST -----	ABSTENTIONS -----	BROKER NON-VOTE -----
10,795,227	6,245,013	104,070	1,453,688

The selection of Deloitte & Touche as independent auditors for the current year

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was approved and ratified, with the following votes:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTE
18,524,883	38,535	34,579	0

No other matters were voted on at the meeting.

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: May , 2001

By: /s/George Aristides

George Aristides
Chairman of the Board and
Chief Executive Officer

Date: May , 2001

By: /s/James A. Graner

James A. Graner
Vice President & Controller
("duly authorized officer")