

Milroy Douglas A.
Form 4
August 27, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Milroy Douglas A.

(Last) (First) (Middle)
5995 OPUS PARKWAY
(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
G&K SERVICES INC [GKSR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 08/23/2012 | | F | | 418 ⁽¹⁾ | D | \$ 32.07 99,809 |
| Class A Common Stock | 08/23/2012 | | A | | 21,306 ⁽²⁾ | A | ⁽³⁾ 121,115 |
| Class A Common Stock | 08/23/2012 | | A | | 150,000 ⁽²⁾ | A | ⁽³⁾ 271,115 |
| Class A Common | 08/25/2012 | | F | | 1,451 ⁽⁴⁾ | D | \$ 32.4 269,664 |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option | \$ 32.07 | 08/23/2012 | | A | 76,070 | (5) 08/23/2022 | Class A Common Stock | 76,070 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milroy Douglas A. 5995 OPUS PARKWAY MINNETONKA, MN 55343 | X | | Chief Executive Officer | |

Signatures

/s/ Jeffrey L. Cotter,
Attorney-in-Fact

08/27/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On August 23, 2012, an aggregate of 1,278 restricted shares previously issued to Mr. Milroy vested in accordance with their terms and the
- (1) terms of the plan under which such shares were issued. Mr. Milroy elected to withhold an aggregate of 418 shares to pay the related taxes. As such, the number of shares actually issued was 860.
 - (2) Awards are subject to vesting in accordance with the terms of the company's plan.
 - (3) Grant of restricted stock pursuant to Section 16b-3.

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- On August 25, 2012, an aggregate of 4,435 restricted shares previously issued to Mr. Milroy vested in accordance with their terms and the
- (4) terms of the plan under which such shares were issued. Mr. Milroy elected to withhold an aggregate of 1,451 shares to pay the related taxes. As such, the number of shares actually issued was 2,984.
 - (5) Subject to the terms of the company's plan, vests in equal increments over a three year period, commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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