

PATTERSON COMPANIES, INC.
 Form 4
 July 06, 2017

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 *
KORSH LES B

2. Issuer Name and Ticker or Trading Symbol
**PATTERSON COMPANIES, INC.
 [PDCO]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1031 MENDOTA HEIGHTS ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

ST. PAUL, MN 55120
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 07/03/2017 | | F ⁽¹⁾⁽²⁾ | | 530 | \$ 47.51 | D |
| Common Stock | 07/03/2017 | | A ⁽⁶⁾ | | 2,236 | \$ 47.51 | D |
| Common Stock | | | | | | 283 | I By ESOP |

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

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SEC 1474 (9-02)

number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 47.51 | 07/03/2017 | | A ⁽⁷⁾ | 11,845 | 07/01/2020 | 07/01/2027 | Common Stock | 11,845 |
| Employee Stock Options ⁽⁸⁾ | \$ 48.47 | | | | | 07/01/2019 | 07/01/2026 | Common Stock | 10,379 |
| Employee Stock Options ⁽⁹⁾ | \$ 56.66 | | | | | ⁽¹⁰⁾ | 07/01/2025 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KORSH LES B 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120 | | | VP, General Counsel | |

Signatures

Les B. Korsh 07/06/2017
 **Signature of Date
 Reporting Person

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).
- (1) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock awards granted in 2014 and 2015 pursuant to the Patterson Companies, Inc. Equity Incentive Plan.
- (2) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock units issued pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
- (3) Includes 2,281 shares of restricted stock awarded in the years 2014 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 887 shares vest on 7/1/2018, 886 shares vest on 7/1/2019 and 508 shares vest on 7/1/2020.

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- (4) Includes 1,039 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the year 2016 and remain subject to the terms of such Plan.
- Includes 1,404 Restricted Stock Units ("RSUs") awarded on 7/1/2016 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. Each RSU represents a right, contingent upon continued employment, to receive one share of common stock. The award vests as follows: 351 shares vest each year 7/1/2018 through 7/1/2021.
- (5) Represents RSU's awarded on 7/1/2017 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
- (7) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (8) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (9) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.