

PATTERSON COMPANIES, INC.
 Form 4
 May 03, 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 *
 Anderson Scott P

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)
 05/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

ST PAUL, MN 55120

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

(City) (State) (Zip)

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)
Common Stock	05/01/2017		F ⁽¹⁾	V	3,115 D \$ 44.41	110,843 ⁽²⁾ ⁽³⁾ ⁽⁴⁾	D
Common Stock					18,093 ⁽⁵⁾	I	By ESOP

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

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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)	8. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Options ⁽⁶⁾	\$ 48.47						07/01/2019 07/01/2026	Common Stock	68,681
Employee Stock Options ⁽⁷⁾	\$ 49.27						07/01/2018 07/01/2025	Common Stock	42,698
Employee Stock Options ⁽⁷⁾	\$ 56.66					⁽⁸⁾	07/01/2025	Common Stock	211,938
Employee Stock Options ⁽⁹⁾	\$ 39.64						07/01/2017 07/01/2024	Common Stock	20,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Scott P 1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120	X		Chairman, President & CEO	

Signatures

Les B. Korsh, by Power of Attorney

05/03/2017

 **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).

(1) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock awards granted in 2012 and 2013.

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- (2) Includes 6,462 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulative Plan in the years 2015 and 2016 and remain subject to the terms of such Plan.

Includes 17,379 shares of restricted stock received through awards granted in the years 2011 through 2015 to Reporting Person, which vest, contingent upon continued employment, as follows: 2,020 shares vest 7/1/2017, 2,030 shares vest 7/1/2017, 3,200 shares vest 4/29/2018, 2,020 shares vest 7/1/2018, 2,029 shares vest on 7/1/2018, 2,020 shares on 7/1/2019, and 2,030 shares vest on 7/1/2019 and 7/1/2020.

- (3) Includes 11,605 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 RSUs vest cumulatively in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.

- (4) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.

- (5) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.

- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.

- (7) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.

- (8) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2014.

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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