

PATTERSON COMPANIES, INC.

Form 4

January 04, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(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)  
12/31/2016

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/31/2016                              |                                                             | A <sup>(1)</sup>                        | 2,658 A                                                                 | \$<br>30.77                                                                                                        | 131,051                                                              | D                                       |
| Common<br>Stock                       | 01/03/2017                              |                                                             | F <sup>(2)</sup>                        | 1,220 D                                                                 | \$<br>42.55                                                                                                        | 129,831                                                              | D                                       |

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

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SEC 1474  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.              |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Employee<br>Stock<br>Options <u>(3)</u>             | \$ 48.47                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 07/01/2019                                                          | 07/01/2026         | Common<br>Stock | 68,681                           |
| Employee<br>Stock<br>Options <u>(4)</u>             | \$ 49.27                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 07/01/2018                                                          | 07/01/2025         | Common<br>Stock | 42,698                           |
| Employee<br>Stock<br>Options <u>(4)</u>             | \$ 56.66                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(5)</u>                                                          | 07/01/2025         | Common<br>Stock | 211,938                          |
| Employee<br>Stock<br>Options <u>(6)</u>             | \$ 39.64                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 07/01/2017                                                          | 07/01/2024         | Common<br>Stock | 20,200                           |

**Reporting Owner Name / Address**

| Relationships |           |         |       |
|---------------|-----------|---------|-------|
| Director      | 10% Owner | Officer | Other |

Anderson Scott P  
1031 MENDOTA HEIGHTS ROAD  
ST PAUL, MN 55120

Chairman, President &amp; CEO

Les B. Korsh, by Power of Attorney

01/04/2017

          \*\*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) Shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Capital Accumulation Program.

(2)

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Shares withheld for taxes incurred upon the lapse of restrictions on restricted stock issued in the year 2014 pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.

- (3) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (4) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (5) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (6) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated 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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