PATTERSON COMPANIES, INC.

Form 4 May 03, 2017

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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.	5. Relationship of Reporting Person(s) to Issuer		
			[PDCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
1031 MENDOTA HEIGHTS ROAD			05/01/2017	below) below) Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST PAUL, MN 55120				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
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(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)						
		, ,	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/01/2017		F(1)	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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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

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## **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	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.

Reporting Owners 2

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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, 2,020 shares vest on 7/1/2019, and 2,030 shares vest on 7/1/2019 and 7/1/2020.
- 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.
- (5) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (7) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (8) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (9) 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. 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.