

PATTERSON COMPANIES, INC.

Form 4

July 07, 2016

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

Chairman, President & CEO

1031 MENDOTA HEIGHTS ROAD

07/06/2016

(Street)

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

ST PAUL, MN 55120

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/06/2016 | | A ⁽¹⁾ | | 18,832 | A | \$ 0 |
| Common Stock | 07/06/2016 | | F ⁽²⁾ | | 9,482 | D | \$ 49.06 |
| | | | | | | | 137,313 |
| | | | | | | | 127,831 |

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. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options | (3) | | | | | 07/01/2019 07/01/2026 | Common Stock | 68,681 |
| Employee Stock Options | (4) | | | | | 07/01/2018 07/01/2025 | Common Stock | 42,698 |
| Employee Stock Options | (5) | | | | | (6) 07/01/2025 | Common Stock | 250,000 |
| Employee Stock Options | (7) | | | | | 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
07/07/2016

__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) On July 6, 2016, Performance Awards under the Patterson Companies, Inc. Equity Incentive Plan vested and were paid out in common stock.

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- (2) The Company withheld shares to satisfy the tax liability associated with the vesting and payout of the awards under the Patterson Companies, Inc. Equity Incentive Plan.
- (3) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016 at \$48.47.
- (4) Stock options granted 7/1/2015 at \$49.27.
- (5) Stock options granted 7/1/2015 at \$56.66.
- (6) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (7) Options granted as follows: 20,200 on 7/1/2014 at \$39.64.

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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