#### POHLMAN KEVIN M

Form 4

January 04, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

01/02/2019

(Print or Type Responses)

1. Name and Address of Reporting Person * POHLMAN KEVIN M			2. Issuer Name <b>and</b> Ticker or Trading Symbol PATTERSON COMPANIES, INC. [PDCO]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
822 7TH STREET, SUITE 740			(Month/Day/Year) 01/02/2019				X Officer (give title Other (specify below)  President - Animal Health			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)				Applicable Line)				
							_X_ Form filed by	1 0		
GREELEY	, CO 80631						Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deem	ned	3.	4. Securi	ties Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transaction	on(A) or Di	sposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3,	4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(4)	Reported			
						(A) or	Transaction(s)			
				Code V	Amount		(Instr. 3 and 4)			

Code V

 $F_{\underline{(1)}}$ 

Amount

766

(D)

D

Price

20.09

\$

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

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 $71,786 \ \underline{^{(2)}\ ^{(3)}}$ 

(4)

396 (5)

D

I

By ESOP

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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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (6)	\$ 22.48					07/01/2021	07/01/2028	Common Stock	13,345	
Employee Stock Options (7)	\$ 39.23					08/07/2020	08/07/2027	Common Stock	5,539	
Employee Stock Options (8)	\$ 47.51					07/01/2020	07/01/2027	Common Stock	13,935	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

POHLMAN KEVIN M 822 7TH STREET, SUITE 740 GREELEY, CO 80631

President - Animal Health

## **Signatures**

Les B. Korsh, by Power of 01/04/2019 Attorney

\*\*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).
- Shares withheld for taxes incurred upon the lapse of restrictions on restricted stock issued pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.
- (2) Includes 9,337 Restricted Stock Units ("RSUs") awarded on 9/21/2015, 7/1/2016, 7/1/2017, 8/7/2017 and 7/1/2018 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment as follows: 1,879 units in aggregate vest on 7/1/2019, 191 units vest on 8/7/2019, 313 units vest on 9/21/2019, 1,879 units in aggregate vest on 7/1/2020, 191 units vest on 8/7/2020, 314 units vest on 9/21/2020, 1,881 units in aggregate vest on 7/1/2021, 191 units vest on 8/7/2021, 1,417 units vest on 7/1/2022, 191 units vest on

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8/7/2022 and 890 units vest on 7/1/2023.

- (3) Includes 2,233 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the year 2017 and remain subject to the terms of such plan.
- Includes 56,255 RSUs awarded on 6/11/2018 to Reporting Person pursuant to a Restrictive Covenants, Severance and Change in Control Agreement between Patterson Companies, Inc. and the Reporting Person. Each RSU represents a right to receive one share of common stock upon vesting. The RSUs are issued under the Plan and will vest, contingent upon continued employment, 25% on 6/11/2019, 25% on 6/11/2020 and 50% on 6/11/2021.
- (5) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through December 31, 2018.
- (6) Stock options granted pursuant to the Plan on 7/1/2018.
- (7) Stock option granted pursuant to the Plan on 8/7/2017.
- (8) Stock option granted pursuant to the Plan on 7/1/2017.

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.