

PATTERSON COMPANIES, INC.
Form 4
December 29, 2011

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 *
WILTZ JAMES W

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)
12/29/2011

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

129 VIRGINIA STREET

(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 55102

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/29/2011		J ⁽⁴⁾ (5)	167,600 D ⁽⁴⁾ (5)	90,254	I ⁽¹⁾	Revocable Trust ⁽⁴⁾ ⁽⁵⁾
Common Stock					107,969	D	
Common Stock					25,000	I	GRAT ⁽²⁾
Common Stock					9,550	I	Family Trust ⁽³⁾

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Forward Sale Contract (Obligation to Sell)	(4) (5)	12/29/2011		J(4)(5)	200,000	12/28/2011	12/28/2011	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILTZ JAMES W 129 VIRGINIA STREET ST. PAUL, MN 55102		X		

Signatures

Matthew L. Levitt, by Power of Attorney
Date: 12/29/2011

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) Revocable Trust of which the Reporting Person is the Settlor and Trustee.
- (2) Held by Grantor Retained Annuity Trust.
- (3) In Trust for members of Reporting Person's Family.

(4) On 12/29/11 the Reporting Person (RP) settled a prepaid forward sale contract with an unaffiliated third party buyer that was entered into on 12/29/09. The RP agreed to deliver to the buyer up to 200,000 shares on 12/29/11, the maturity date of the contract. The RP received \$4,408,248 as of the date of contract. The RP pledged 200,000 shares (Pledged Shares) to secure his obligations under the contract. See FOOTNOTE 5.

(5)

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In accordance with the prepaid forward sale contract described in FOOTNOTE 4, the number of shares to be delivered to the buyer on the maturity date is as follows: (a) if the value per share on the maturity date (Maturity Price) is less than \$24.92, the RP will deliver all the Pledged Shares; (b) if the Maturity Price is between \$24.92 and \$34.61, the RP will deliver shares equal to \$24.92 divided by the Maturity Price times the number of Pledged Shares; and (c) if the Maturity Price is greater than \$34.61, the RP will deliver shares equal to the Pledged Shares times the ratio of \$24.92 plus Maturity Price less \$34.61 divided by Maturity Price, or the cash equivalent. The Maturity Price was \$29.74. Accordingly, RP delivered 167,600 of the Pledged Shares and retained 32,400 shares.

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.