

KORSH LES B
Form 4
July 03, 2018

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 *
KORSH LES B

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)

1031 MENDOTA HEIGHTS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

VP, General Counsel

ST. PAUL, MN 55120

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 07/01/2018 | | F ⁽¹⁾⁽²⁾ | 502 D \$ 22.48 | 78,756 ⁽³⁾ ⁽⁴⁾ ₍₅₎ ₍₆₎ | D | |
| Common Stock | 07/01/2018 | | A ⁽⁷⁾ | 4,726 A \$ 22.48 | 83,482 ⁽³⁾ ⁽⁴⁾ ₍₅₎ ₍₆₎ | D | |
| Common Stock | | | | | 663 ⁽⁸⁾ | I | By ESOP |

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

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number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 22.48 | 07/01/2018 | | A ⁽⁹⁾ | 14,179 | 07/01/2021 | 07/01/2028 | Common Stock | 14,179 |
| Employee Stock Options <u>(10)</u> | \$ 47.51 | | | | | 07/01/2020 | 07/01/2027 | Common Stock | 11,845 |
| Employee Stock Options <u>(11)</u> | \$ 48.47 | | | | | 07/01/2019 | 07/01/2026 | Common Stock | 10,379 |
| Employee Stock Options <u>(12)</u> | \$ 56.66 | | | | | <u>(13)</u> | 07/01/2025 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KORSH LES B 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120 | | | VP, General Counsel | |

Signatures

Les B. Korsh 07/03/2018

**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 2014 and 2015 pursuant to the Patterson Companies, Inc. Equity Incentive Plan.
- (2) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock units issued pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan ("Plan").
- (3) Includes 1,395 shares of restricted stock awarded in the years 2014 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 887 shares vest on 7/1/2019 and 508 shares vest on 7/1/2020.
- (4) Includes 2,921 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the years 2016 and 2017 and remain subject to the terms of such plan.
- (5) Includes 2,842 Restricted Stock Units ("RSUs") awarded on 7/1/2016 and 7/1/2017 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment as follows: 798 units in aggregate vest on 7/1/2019, 798 units in aggregate vest on 7/1/2020, 798 units in aggregate vest on 7/1/2021 and 448 units vest on 7/1/2022.
- (6) Includes 67,506 RSUs awarded 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 Patterson Companies, Inc. 2015 Omnibus Incentive Plan ("Plan") and will vest, contingent upon continued employment, 25% on 6/11/2019, 25% on 6/11/2020 and 50% on 6/11/2021.
- (7) Represents RSUs awarded on 7/1/2018 to Reporting Person pursuant to the Plan. The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (8) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through June 30, 2018.
- (9) Stock options granted pursuant to the Plan on 7/1/2018.
- (10) Stock options granted pursuant to the Plan on 7/1/2017.
- (11) Stock options granted pursuant to the Plan on 7/1/2016.
- (12) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (13) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.

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.