

PATTERSON COMPANIES, INC.
Form 4
March 15, 2005

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 *
WEBSTER JEFFREY H

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)
86 LEOMINISTER ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - Subsidiary

STERLING, MA 01564

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

(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	Price	
Common Stock	03/14/2005		X ⁽¹⁾		100,000	\$ 25.414	D
Common Stock	03/14/2005		J		100,000	\$ 50.664	D
Common Stock	03/14/2005		S ⁽²⁾		45,869	\$ 50.587	D

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Call Option (obligation to sell)	\$ 25.25	03/14/2005		X	100,000	04/05/2005	04/05/2005	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBSTER JEFFREY H 86 LEOMINISTER ROAD STERLING, MA 01564			President - Subsidiary	

Signatures

Matthew L. Levitt, by Power of Attorney
03/15/2005

**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).

In connection with the settlement of a call option entered into on November 26, 2001 as part of Share Option Hedging Transaction, the

- (1) reporting person paid to the option holder, for each share of stock subject to the option, the excess of the market price of \$50.664 per share over the exercise price of \$25.25 per share.
- (2) The reporting person has disgorged any short swing profits resulting from these transactions.
- (3) Options granted as follows: 50,750 on 07/09/01 at \$17.155, 5,702 on 04/29/02 at \$22.57, 6,446 on 04/28/03 at \$19.965, and 3,476 on 4/26/2004 at \$38.50.
- (4) Options exercisable as follows: 7,250 on July 9 of each year 2004-2010, 5,702 on 04/29/2011, 6,446 on 04/28/12, and 3,476 on 4/26/2013.
- (5) All grants expire 10 years after grant date.

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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