

PATTERSON COMPANIES, INC.
 Form 4
 July 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)
 1031 MENDOTA HEIGHTS ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/03/2017

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

ST PAUL, MN 55120

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/03/2017 | | F(1)(2) | V Amount 2,141 (D) Price \$ 47.51 | 98,702 (3) (4) (5) | D | |
| Common Stock | | | | | 18,093 (6) | I | By ESOP |

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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- (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.
- (3) Includes 6,462 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulative Plan in the years 2015 and 2016 that remain subject to the terms of such Plan.
Includes 13,330 shares of restricted stock received through awards granted in the years 2011 through 2015 to Reporting Person, which vest, contingent upon continued employment, as follows: 3,200 shares vest 4/29/2018, 2,020 shares vest 7/1/2018, 2,030 shares vest on 7/1/2018, 2,020 shares on 7/1/2019, and 2,030 shares vest on 7/1/2019 and 7/1/2020.
- (5) Includes 9,284 Restricted Stock Units ("RSUs") awarded on 7/1/2016 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. Each RSU represents a right, contingent upon continued employment, to receive one share of common stock. The award vests as follows: 2,321 shares vest each year 7/1/2018 through 7/1/2021.
- (6) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.
- (7) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (8) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (9) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (10) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2014.

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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