PATTERSON COMPANIES, INC.

Form 4 July 06, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BAKER KELLY A Issuer Symbol PATTERSON COMPANIES, INC. (Check all applicable) [PDCO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 1031 MENDOTA HEIGHTS ROAD 07/03/2017 **CHRO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55120 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	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		Code V $F_{\underline{(1)}}$	Amount 118	(D)	Price \$ 47.51	13,994 (2)	D	
Common Stock	07/03/2017		A(3)	95	A	\$ 36.1675	14,089 (2)	D	
Common Stock	07/03/2017		A(4)	2,104	A	\$ 47.51	16,193 <u>(2)</u>	D	

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Option	\$ 47.51	07/03/2017		A(5)	11,148	07/01/2020	07/01/2027	Common Stock	11,148
Employee Stock Option (6)	\$ 48.47					07/01/2019	07/01/2026	Common Stock	10,379
Employee Stock Option (7)	\$ 49.52					(8)	02/01/2026	Common Stock	25,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BAKER KELLY A						
1031 MENDOTA HEIGHTS ROAD			CHRO			

#### **Signatures**

ST. PAUL, MN 55120

Les B. Korsh, by Power of Attorney 07/06/2017

\*\*Signature of Reporting Person Da

### **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 units issued pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
- Includes 10,693 Restricted Stock Units ("RSUs") awarded on 2/1/2016 and 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 2/1/2016 award vests as follows: 4,645 shares vest 2/1/2018 and 4,644 shares vest 2/1/2019. The 7/1/2016 award vests as follows: 351 shares vest each year 7/1/2018 through 7/1/2021.

Reporting Owners 2

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- (3) Represents shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Employee Stock Purchase Plan.
- (4) Represents RSU's awarded on 7/1/2017 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (5) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (7) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 2/1/2016.
- (8) This stock option becomes exercisable as follows: 25% on 2/1/2019, 25% on 2/1/2020 and 50% on 2/1/2021.

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.