

PATTERSON COMPANIES, INC.

Form 4

February 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER KELLY A

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)
02/01/2017

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

ST. PAUL, MN 55120

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/01/2017		F(1)	1,671 D	\$ 41.92	14,017 (2)	D

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)**

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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)		8. Fair Value of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽³⁾	\$ 48.47							07/01/2019	07/01/2026	Common Stock	10,379
Employee Stock Option ⁽⁴⁾	\$ 49.52							⁽⁵⁾	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 ST. PAUL, MN 55120				CHRO

Signatures

Les B. Korsh, by Power of Attorney
02/03/2017

****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 units issued pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
- Includes 11,043 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 RSUs vest cumulatively in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (3) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (4) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 2/1/2016.
- (5) 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.

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