

PATTERSON COMPANIES, INC.
 Form 4
 July 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
MISIAK DAVID G

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)
President, Patterson Dental

ST. PAUL, MN 55120

(City) (State) (Zip)

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

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	Price	
Common Stock	07/03/2017		F ⁽¹⁾⁽²⁾		727	\$ 47.51	D
Common Stock	07/03/2017		A ⁽⁶⁾		2,631	\$ 47.51	D
Common Stock						14,826 ⁽⁷⁾	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)
Employee Stock Option	\$ 47.51	07/03/2017		A ⁽⁸⁾	13,935	07/01/2020 07/01/2027	Common Stock 13,935
Employee Stock Option ⁽⁹⁾	\$ 56.66					⁽¹⁰⁾ 07/01/2025	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MISIAK DAVID G
1031 MENDOTA HEIGHTS ROAD
ST. PAUL, MN 55120

President, Patterson Dental

Signatures

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

**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 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.
- (3) Includes 1,426 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulative Plan in the years 2015 and 2016 and remain subject to the terms of such Plan.
- (4) Includes 3,463 shares of restricted stock awarded in the years 2013 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 660 shares vest on 4/29/2018, 1,148 shares vest on 7/1/2018, 1,147 shares on 7/1/2019 and 508 shares vest on 7/1/2020.

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- (5) Includes 2,917 Restricted Stock Units ("RSUs") awarded on 7/1/2016 and 11/1/2016 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 RSUs vest in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (6) 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.
- (7) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.
- (8) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
- (9) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (10) 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.

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