PATTERSON COMPANIES, INC.

Form 4 May 03, 2017

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

OWNERSHIP OF Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GUGINO ANN B			2. Issuer Name and Ticker or Trading Symbol PATTERSON COMPANIES, INC. [PDCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 1031 MENDO	(First)	(Middle) TS ROAD	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017	Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President & CFO		
	(Street)		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		
ST PAUL, MN	N 55120			Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	05/01/2017		F(1)	630	D	\$ 44.41	29,115 (2) (3) (4)	D	
Common Stock							9,103	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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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 Options (5)	\$ 48.47					07/01/2019	07/01/2026	Common Stock	19,841
Employee Stock Options (6)	\$ 49.27					07/01/2018	07/01/2025	Common Stock	12,809
Employee Stock Options (6)	\$ 56.66					<u>(7)</u>	07/01/2025	Common Stock	100,000
Employee Stock Options (8)	\$ 39.64					07/01/2017	07/01/2024	Common Stock	7,400

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUGINO ANN B

1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120

Executive Vice President & CFO

D

Signatures

Les B. Korsh, by Power of Attorney 05/03/2017

**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 awards granted in 2012 and 2013.

Reporting Owners 2

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- (2) Includes 2,436 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.
- Includes 5,316 shares of restricted stock received through awards in the years 2011 through 2015 to Reporting Person, which vest, (3) contingent upon continued employment, as follows: 740 shares vest 7/1/2017, 609 shares vest 7/1/2017, 660 shares vest 4/29/2018, 740 shares vest 7/1/2018, 609 shares vest on 7/1/2018, 740 shares on 7/1/2019, and 609 shares vest on 7/1/2019 and 7/1/2020.
 - Includes 3,353 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 RSUs vest cumulatively 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 7/1/2016.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (7) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (8) 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. 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.