

KORSH LES B
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KORSH LES 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) (First) (Middle)
1031 MENDOTA HEIGHTS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

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)
Common Stock	12/31/2017		A ⁽¹⁾	V Amount (A) or (D) Price 1,882 A \$ 27.1	11,752 ⁽²⁾ ⁽³⁾ ₍₄₎	D	
Common Stock					324 ⁽⁵⁾	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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. F... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁶⁾	\$ 47.51					07/01/2020	07/01/2027	Common Stock	11,845
Employee Stock Options ⁽⁷⁾	\$ 48.47					07/01/2019	07/01/2026	Common Stock	10,379
Employee Stock Options ⁽⁸⁾	\$ 56.66					⁽⁹⁾	07/01/2025	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORSH LES B 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120			VP, General Counsel	

Signatures

Les B. Korsh 01/03/2018
 __Signature of Date
 Reporting Person

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) Shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.
- (2) Includes 2,281 shares of restricted stock awarded in the years 2014 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 887 shares vest on 7/1/2018, 886 shares vest on 7/1/2019 and 508 shares vest on 7/1/2020.
- (3) Includes 1,039 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the year 2016 and remain subject to the terms of such Plan.

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- Includes 3,640 Restricted Stock Units ("RSUs") awarded on 7/1/2016 and 7/1/2017 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.
- (4) Includes 3,640 Restricted Stock Units ("RSUs") awarded on 7/1/2016 and 7/1/2017 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.
 - (5) Represents shares of common stock indirectly held by the Report Person's Employee Stock Ownership Plan (ESOP) account through January 2, 2018.
 - (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
 - (7) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
 - (8) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated 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.

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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