POHLMAN KEVIN M

Form 4

August 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

POHLMAN KEVIN M			Symbol PATTERSON COMPANIES, INC. [PDCO]					Issuer (Check all applicable)			
(Last) 822 7TH S	(First) ΓREET, SUITE ⁷	(Middle)		f Earliest Transaction Day/Year) 018				Director 10% Owner X Officer (give title Other (specify below) President - Animal Health			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GREELEY, CO 80631								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution		3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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	08/07/2018			F(1)	51	D	\$ 22.625	72,636 (2) (3) (4)	D		
Common Stock								388 (5)	I	By ESOP	

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

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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. Transactic Code (Instr. 8)	5. onNumber 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)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (6)	\$ 22.48					07/01/2021	07/01/2028	Common Stock	13,345	
Employee Stock Options (7)	\$ 39.23					08/07/2020	08/07/2027	Common Stock	5,539	
Employee Stock Options (8)	\$ 47.51					07/01/2020	07/01/2027	Common Stock	13,935	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

POHLMAN KEVIN M 822 7TH STREET, SUITE 740 GREELEY, CO 80631

President - Animal Health

Signatures

Les B. Korsh, by Power of 08/09/2018 Attorney

**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).
- 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 ("Plan").
- (2) Includes 9,650 Restricted Stock Units ("RSUs") awarded on 9/21/2015, 7/1/2016, 7/1/2017, 8/7/2017 and 7/1/2018 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment as follows: 313 units vest on 9/21/2018, 1,879 units in aggregate vest on 7/1/2019, 191 units vest on 8/7/2019, 313 units vest on 9/21/2019, 1,879 units in aggregate vest on 7/1/2020, 191 units vest on 8/7/2020, 314 units vest on 9/21/2020, 1,881 units in aggregate vest on 7/1/2021, 191 units vest on 8/7/2021, 1,417 units vest on

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7/1/2022, 191 units vest on 8/7/2022 and 890 units vest on 7/1/2023.

- (3) Includes 4,467 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the years 2016 and 2017 and remain subject to the terms of such plan.
- Includes 56,255 RSUs awarded on 6/11/2018 to Reporting Person pursuant to a Restrictive Covenants, Severance and Change in Control Agreement between Patterson Companies, Inc. and the Reporting Person. Each RSU represents a right to receive one share of common stock upon vesting. The RSUs are issued under the Plan and will vest, contingent upon continued employment, 25% on 6/11/2019, 25% on 6/11/2020 and 50% on 6/11/2021.
- (5) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through June 30, 2018.
- (6) Stock options granted pursuant to the Plan on 7/1/2018.
- (7) Stock option granted pursuant to the Plan on 8/7/2017.
- (8) Stock option granted pursuant to the Plan on 7/1/2017.

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.