

PATTERSON COMPANIES, INC.  
 Form 4  
 May 03, 2017

**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 \*  
**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) (First) (Middle)  
**1031 MENDOTA HEIGHTS ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/01/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President & CFO**

**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                    | 05/01/2017                           |  | F <sup>(1)</sup>               | V Amount (A) or (D) Price   | \$ 29,115 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub>  | 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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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options <sup>(5)</sup>      | \$ 48.47   |                                      |  |                                |   | 07/01/2019 07/01/2026                                    | Common Stock  | 19,841                        |
| Employee Stock Options <sup>(6)</sup>      | \$ 49.27   |                                      |  |                                |   | 07/01/2018 07/01/2025                                    | Common Stock  | 12,809                        |
| Employee Stock Options <sup>(6)</sup>      | \$ 56.66   |                                      |  |                                |   | <sup>(7)</sup> 07/01/2025                                | Common Stock  | 100,000                       |
| Employee Stock Options <sup>(8)</sup>      | \$ 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<br>1031 MENDOTA HEIGHTS ROAD<br>ST PAUL, MN 55120 |               |           | Executive Vice President & CFO |       |

## 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.

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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.

- (3) Includes 5,316 shares of restricted stock received through awards in the years 2011 through 2015 to Reporting Person, which vest, 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.

- (4) 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.

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