

PATRICK INDUSTRIES INC
Form 4
December 20, 2013

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 *
Cleveland Todd M

2. Issuer Name and Ticker or Trading Symbol
PATRICK INDUSTRIES INC
[PATK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

107 W. FRANKLIN ST
(Street)

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

ELKHART, IN 46515
(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Options	\$ 27.67	12/18/2013	A	66,667		12/18/2014	12/18/2022	Common Stock	66,667
Stock Options	\$ 27.67	12/18/2013	A	66,667		12/18/2015	12/18/2022	Common Stock	66,667
Stock Options	\$ 27.67	12/18/2013	A	66,666		12/18/2016	12/18/2022	Common Stock	66,666
Stock Appreciation Rights	\$ 27.67	12/18/2013	A	50,000 ⁽¹⁾		12/18/2014	12/18/2022	Common Stock	50,000
Stock Appreciation Rights	\$ 33.2	12/18/2013	A	16,667 ⁽¹⁾		12/18/2014	12/18/2022	Common Stock	16,667
Stock Appreciation Rights	\$ 33.2	12/18/2013	A	33,333 ⁽¹⁾		12/18/2015	12/18/2022	Common Stock	33,333
Stock Appreciation Rights	\$ 39.84	12/18/2013	A	33,334 ⁽¹⁾		12/18/2015	12/18/2022	Common Stock	33,334
Stock Appreciation Rights	\$ 39.84	12/18/2013	A	16,666 ⁽¹⁾		12/18/2016	12/18/2022	Common Stock	16,666
Stock Appreciation Rights	\$ 47.81	12/18/2013	A	50,000 ⁽¹⁾		12/18/2016	12/18/2022	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleveland Todd M 107 W. FRANKLIN ST ELKHART, IN 46515	X		President & CEO	

Signatures

/s/ Todd M. Cleveland by Andy L. Nemeth,
attorney-in-fact

12/20/2013

__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) The Stock Appreciation Rights are subject to shareholder approval of certain amendments to the Issuer's 2009 Omnibus Incentive Plan.

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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