PATTERSON COMPANIES, INC.

Form 4 May 04, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington D C 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILTZ JAMES W			2. Issuer Name and Ticker or Trading Symbol PATTERSON COMPANIES, INC. [PDCO]				I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (ON COMPANIES MENDOTA HE		3. Date of Earliest Transaction (Month/Day/Year) 05/03/2010			ı	_	_X_ Director 10% Owner Officer (give title Other (specify below)			
(Street) ST. PAUL, MN 55120			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 Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securiti our Dispose (Instr. 3, 4)	ed of (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	05/03/2010(1)			S	50,000	D	\$ 32.0201	405,836	I (2)	Revocable Trust (2)	
Common Stock								126,982	D		
Common Stock								9,550	I (3)	Family Trust (3)	
Common Stock								99,166	I (4)	GRAT (4)	

Edgar Filing: PATTERSON COMPANIES, INC. - Form 4

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 (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 Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day e	Expiration Date Underl		and Amount of 8 ving Securities I and 4) S	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Forward Sale Contract (Obligation to Sell)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	200,000	
Employee Stock Options	<u>(6)</u>					<u>(7)</u>	(8)	Common Stock	147,468	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WILTZ JAMES W PATTERSON COMPANIES, INC. 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120	X					

Signatures

Matthew L. Levitt, by Power of Attorney 05/04/2010 **Signature of Reporting Person Date

2 Reporting Owners

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 transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 16, 2009.
- (2) Revocable Trust of which the Reporting Person is the Settlor and Trustee.
- (3) In Trust for members of Reporting Person's Family.
- (4) Held by Grantor Retained Annuity Trust.
 - The Reporting Person (RP) entered into a prepaid forward sale contract with an unaffiliated third party buyer. The RP agreed to deliver to the buyer up to 200,000 shares on 12/29/2011, the maturity date of the contract. The RP received \$4,408,248 as of the date of contract. The RP pledged 200,000 shares (Pledged Shares) to secure his obligations under the contract. The number of shares to be delivered to the
- (5) buyer on the maturity date is as follows: (a) if the value per share on the maturity date (Maturity Price) is less than \$24.92, the RP will deliver all the Pledged Shares; (b) if the Maturity Price is between \$24.92 and \$34.61, the RP will deliver shares equal to \$24.92 divided by the Maturity Price times the number of Pledged Shares; and (c) if the Maturity Price is greater than \$34.61, the RP will deliver shares equal to the Pledged Shares times the ratio of \$24.92 plus Maturity Price less \$34.61 divided by Maturity Price, or the cash equivalent.
- (6) Employee Stock Options granted as follows: 141,998 on 04/28/2003 at \$19.97; and 5,470 on 4/26/2004 at \$38.50.
- (7) Options exercisable as follows: 20,285 on April 28 for each year 2006-2012; and 5,470 on 4/26/2013.
- (8) All grants expire 10 years after grant date.

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.