

PATTERSON COMPANIES, INC.
 Form 4
 July 06, 2016

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)
07/01/2016

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 07/01/2016 | | A ⁽¹⁾ | | 3,353 | A | \$ 48.47 |
| | | | | | 38,833 | D | |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options | \$ 48.47 | 07/01/2016 | | A ⁽²⁾ | 19,841 | 07/01/2019 | 07/01/2026 | Common Stock | 19,841 |
| Employee Stock Options | ⁽³⁾ | | | | | 07/01/2018 | 07/01/2025 | Common Stock | 12,800 |
| Employee Stock Options | ⁽⁴⁾ | | | | | ⁽⁵⁾ | 07/01/2025 | Common Stock | 100,000 |
| Employee Stock Options | ⁽⁶⁾ | | | | | 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 1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120 | | | Executive Vice President & CFO | |

Signatures

Les B. Korsh, by Power of Attorney
Date: 07/06/2016

^{*}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) Shares of restricted stock granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. Shares will vest over 5 years on the anniversary of the grant commencing 7/1/2017, at a rate of 20% for each year.
- (2) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016 at \$48.47.
- (3) Stock options granted 7/01/2015 at \$49.27.
- (4) Stock options granted 7/01/2015 at \$56.66.
- (5) Options are exercisable as follows: 25% on 7/01/2018, 25% on 7/01/2019 and 50% on 7/01/2020.

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(6) Options granted as follows: 7,400 on 7/1/2014 at \$39.64.

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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