

PATTERSON COMPANIES, INC.

Form 4

July 07, 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)
07/06/2016

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

ST PAUL, MN 55120

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

(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)	Price		
Common Stock	07/06/2016		A ⁽¹⁾	3,530	A \$ 0	42,363	D
Common Stock	07/06/2016		F ⁽²⁾	1,848	D \$ 49.06	40,515	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)

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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	(3)					07/01/2019 07/01/2026	Common Stock	19,841
Employee Stock Options	(4)					07/01/2018 07/01/2025	Common Stock	12,809
Employee Stock Options	(5)					(6) 07/01/2025	Common Stock	100,000
Employee Stock Options	(7)					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
07/07/2016

**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) On July 6, 2016, Performance Awards under the Patterson Companies, Inc. Equity Incentive Plan vested and were paid out in common stock.

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- (2) The Company withheld shares to satisfy the tax liability associated with the vesting and payout of the awards under the Patterson Companies, Inc. Equity Incentive Plan.
- (3) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016 at \$48.47.
- (4) Stock options granted 7/1/2015 at \$49.27.
- (5) Stock options granted 7/1/2015 at \$56.66.
- (6) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (7) 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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