

POHLMAN KEVIN M

Form 4

September 25, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POHLMAN KEVIN M

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)
822 7TH STREET, SUITE 740
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/21/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President - Animal Health

GREELEY, CO 80631

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)

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	09/21/2017		F(1)	101 D	\$ 37.12	9,356 (2) (3) D	
Common Stock					69 (4)	I	By ESOP

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. F
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Der Sec (Ins
Employee Stock Options ⁽⁵⁾	\$ 39.23					08/07/2020	08/07/2027	Common Stock	5,539	
Employee Stock Options ⁽⁶⁾	\$ 47.51					07/01/2020	07/01/2027	Common Stock	13,935	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POHLMAN KEVIN M 822 7TH STREET, SUITE 740 GREELEY, CO 80631	President - Animal Health

Signatures

Les B. Korsh, by Power of Attorney
Date 09/25/2017

**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 units issued pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
Includes 5,741 RSUs awarded on 9/21/2015, 7/1/2016 and 7/1/2017 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.
- (2) The 2015 award vests as follows: 313 shares vest each year on the anniversary of the grant from 2017 through 2019 and 314 shares vest in 2020. The 2016 award vests as follows: 464 shares vest each year on the anniversary of the grant from 2018 through 2020 and 465 shares vest 2021. The 2017 award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (3)

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Includes 2,234 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the year 2016 and remain subject to the terms of such plan.

- (4) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through July 10, 2017.
- (5) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 8/7/2017.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.

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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