PATTERSON COMPANIES, INC.

Form 4 July 06, 2017

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MISIAK DAVID G Issuer Symbol PATTERSON COMPANIES, INC. (Check all applicable) [PDCO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) 1031 MENDOTA HEIGHTS ROAD 07/03/2017 President, Patterson Dental (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55120 Person

(City)	(State)	(Zip) Tab	le I - Non-De	rivative S	ecuri	ties Acqu	ired, Disposed of	, or Beneficiall	y 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)	(Instr. 3, 4 and 5)  (A) or		ed of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/03/2017		Code V $F_{(1)(2)}$	Amount 727	(D)	Price \$ 47.51	9,879 (3) (4) (5)	D	
Common Stock	07/03/2017		A(6)	2,631	A	\$ 47.51	12,510 <u>(3)</u> <u>(4)</u> <u>(5)</u>	D	
Common Stock							14,826 (7)	I	By ESOP

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

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#### number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Employee Stock Option	\$ 47.51	07/03/2017		A(8)	13,935	07/01/2020	07/01/2027	Common Stock	13,935
Employee Stock Option (9)	\$ 56.66					(10)	07/01/2025	Common Stock	50,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MISIAK DAVID G 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120

President, Patterson Dental

# **Signatures**

Les B. Korsh, by Power of Attorney

07/06/2017

\*\*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 awards granted in 2014 and 2015 pursuant to the Patterson Companies, Inc. Equity Incentive Plan.
- (2) 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.
- (3) Includes 1,426 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulative Plan in the years 2015 and 2016 and remain subject to the terms of such Plan.
- Includes 3,463 shares of restricted stock awarded in the years 2013 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 660 shares vest on 4/29/2018, 1,148 shares vest on 7/1/2018, 1,147 shares on 7/1/2019 and 508 shares vest on 7/1/2020.

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- Includes 2,917 Restricted Stock Units ("RSUs") awarded on 7/1/2016 and 11/1/2016 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. The RSUs vest in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
  - Represents RSU's awarded on 7/1/2017 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
- (6) The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (7) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.
- (8) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
- (9) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (10) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.

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.