

PATTERSON COMPANIES, INC.
 Form 4
 January 04, 2017

FORM 4

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

OMB APPROVAL

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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 *
MISIAK DAVID G

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)
12/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Patterson Dental

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2016		A ⁽¹⁾		657	A	\$ 30.77
Common Stock	01/03/2017		F ⁽⁵⁾		193	D	\$ 42.55
Common Stock							14,655
						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. 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Options ⁽⁶⁾	\$ 56.66					⁽⁷⁾ 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 01/04/2017

⁽⁶⁾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 acquired by Reporting Person pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.

Includes 6,590 shares of restricted stock awarded in the years 2010 through 2015 to Reporting Person pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan, which vest as follows: 600 shares vest on 4/26/2017, 660 shares vest on 4/29/2017, 720 shares vest on 4/30/2017, 1,147 shares vest on 7/1/2017, 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.

(3) Includes 3,432 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 cumulatively in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.

(4)

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Includes 1,263 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulative Plan in the years 2014 and 2015 and remain subject to the terms of such Plan.

- (5) Shares withheld for taxes incurred upon the lapse of restrictions on restricted stock issued in the year 2014 pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.
- (6) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (7) 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.