

# **PATTERSON COMPANIES, INC.**

Reported by  
**MISIAK DAVID G**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/06/17 for the Period Ending 07/03/17

Address	1031 MENDOTA HEIGHTS RD ST PAUL, MN 55120-1401
Telephone	6516861600
CIK	0000891024
Symbol	PDCO
SIC Code	5047 - Medical, Dental, and Hospital Equipment and Supplies
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	04/26

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>MISIAK DAVID G</b>			<b>PATTERSON COMPANIES, INC. [ PDCO ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, Patterson Dental</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1031 MENDOTA HEIGHTS ROAD</b>			<b>7/3/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>ST. PAUL, MN 55120</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/3/2017		F	(1)(2)	727	D	\$47.51	9879 (3)(4)(5)	D	
Common Stock	7/3/2017		A	(6)	2631	A	\$47.51	12510 (3)(4)(5)	D	
Common Stock								14826 (7)	I	By ESOP

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$47.51	7/3/2017		A	(8)	13935		7/1/2020	7/1/2027	Common Stock	13935	\$47.51	13935	D	
Employee Stock Option (9)	\$56.66							(10)	7/1/2025	Common Stock	50000		50000	D	

### Explanation of Responses:

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

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MISIAK DAVID G 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120</b>			<b>President, Patterson Dental</b>	

**Signatures****Les B. Korsh, by Power of Attorney****7/6/2017**

—Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.