

PATTERSON COMPANIES, INC.

Reported by
GUGINO ANN B

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) | |
| GUGINO ANN B | | PATTERSON COMPANIES, INC. [PDCO] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President & CFO | |
| (Last) (First) (Middle) 1031 MENDOTA HEIGHTS ROAD | | 3. Date of Earliest Transaction (MM/DD/YYYY) 7/3/2017 | | | |
| (Street) ST PAUL, MN 55120 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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) | 942 | D | \$47.51 | 27423 (3)(4)(5) | D | |
| Common Stock | 7/3/2017 | | A | (6) | 3972 | A | \$47.51 | 31395 (3)(4)(5) | D | |
| Common Stock | | | | | | | | 9103 | 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 | (7) | 21042 | | 7/1/2020 | 7/1/2027 | Common Stock | 21042 | \$47.51 | 21042 | D | |
| Employee Stock Option (8) | \$48.47 | | | | | | | 7/1/2019 | 7/1/2026 | Common Stock | 19841 | | 19841 | D | |
| Employee Stock Option (9) | \$49.27 | | | | | | | 7/1/2018 | 7/1/2025 | Common Stock | 12809 | | 12809 | D | |
| Employee Stock Option (9) | \$56.66 | | | | | | | (10) | 7/1/2025 | Common Stock | 100000 | | 100000 | D | |
| Employee Stock Option (11) | \$39.64 | | | | | | | 7/1/2017 | 7/1/2024 | Common Stock | 7400 | | 7400 | 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 2,436 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 3,967 shares of restricted stock received through awards in the years 2013 through 2015 to Reporting Person, which vest, contingent upon continued employment, as follows: 660 shares vest 4/29/2018, 740 shares vest 7/1/2018, 609 shares vest on 7/1/2018, 740 shares on 7/1/2019, and 609 shares vest on 7/1/2019 and 7/1/2020.
- Includes 2,683 Restricted Stock Units ("RSUs") awarded on 7/1/2016 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 awards vests as follows: 671 shares vest on 7/1/2018, 670 shares vest on 7/1/2019 and 671 shares vest on 7/1/2020 and 7/1/2021.
- 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.

- (7) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
- (8) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (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.
- (11) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2014.

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

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.