

# **PATTERSON COMPANIES, INC.**

Reported by  
**GUGINO ANN B**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 12/31/16

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  
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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>GUGINO ANN B</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>Executive Vice President &amp; CFO</b>	
(Last) (First) (Middle) <b>1031 MENDOTA HEIGHTS ROAD</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/31/2016</b>			
(Street) <b>ST PAUL, MN 55120</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" 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	12/31/2016		A (1)		1382	A	\$30.77	41535	D	
Common Stock	1/3/2017		F (2)		346	D	\$42.55	41189	D	

**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				
Employee Stock Options (3)	\$48.47						7/1/2019	7/1/2026	Common Stock	19841		19841	D	
Employee Stock Options (4)	\$49.27						7/1/2018	7/1/2025	Common Stock	12809		12809	D	
Employee Stock Options (4)	\$56.66						(5)	7/1/2025	Common Stock	100000		100000	D	
Employee Stock Options (6)	\$39.64						7/1/2017	7/1/2024	Common Stock	7400		7400	D	

**Explanation of Responses:**

- (1) Shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Capital Accumulation Program.
- (2) 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.
- (3) Stock options granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (4) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (5) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (6) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>GUGINO ANN B</b> <b>1031 MENDOTA HEIGHTS ROAD</b> <b>ST PAUL, MN 55120</b>			<b>Executive Vice President &amp; CFO</b>	
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**Signatures**

**Les B. Korsh, by Power of Attorney**

**1/4/2017**

\*\*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.

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