

PATTERSON COMPANIES, INC.

Reported by
ANDERSON SCOTT P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/03/17 for the Period Ending 05/01/17

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|-------------|---|
| 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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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 * Anderson Scott P (Last) (First) (Middle) 1031 MENDOTA HEIGHTS ROAD (Street) ST PAUL, MN 55120 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol PATTERSON COMPANIES, INC. [PDCO] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/1/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman, President & CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <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 | 5/1/2017 | | F (1) | | 3115 | D | \$44.41 | 110843 (2)(3)(4) | D | |
| Common Stock | | | | | | | | 18093 (5) | 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 | | | | |
| Employee Stock Options (6) | \$48.47 | | | | | | 7/1/2019 | 7/1/2026 | Common Stock | 68681 | | 68681 | D | |
| Employee Stock Options (7) | \$49.27 | | | | | | 7/1/2018 | 7/1/2025 | Common Stock | 42698 | | 42698 | D | |
| Employee Stock Options (7) | \$56.66 | | | | | | (8) | 7/1/2025 | Common Stock | 211938 | | 211938 | D | |
| Employee Stock Options (9) | \$39.64 | | | | | | 7/1/2017 | 7/1/2024 | Common Stock | 20200 | | 20200 | D | |

Explanation of Responses:

- (1) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock awards granted in 2012 and 2013.
- (2) Includes 6,462 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.
- (3) Includes 17,379 shares of restricted stock received through awards granted in the years 2011 through 2015 to Reporting Person, which vest, contingent upon continued employment, as follows: 2,020 shares vest 7/1/2017, 2,030 shares vest 7/1/2017, 3,200 shares vest 4/29/2018, 2,020 shares vest 7/1/2018, 2,029 shares vest on 7/1/2018, 2,020 shares on 7/1/2019, and 2,030 shares vest on 7/1/2019 and 7/1/2020.
- (4) Includes 11,605 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 RSUs vest cumulatively in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (5) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through April 30, 2017.
- (6) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (7) Stock option granted pursuant to the Patterson Companies, Inc. 2012 Equity Incentive Plan on 7/1/2015.
- (8) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (9) 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 |
| Anderson Scott P 1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120 | X | | Chairman, President & CEO | |

Signatures**Les B. Korsh, by Power of Attorney****5/3/2017**

**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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