

# **PATTERSON COMPANIES, INC.**

Reported by  
**BAKER KELLY A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 02/01/17

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**

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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

<b>1. Name and Address of Reporting Person -*</b>  <b>BAKER KELLY A</b>  (Last) (First) (Middle)  <b>1031 MENDOTA HEIGHTS ROAD</b>  (Street)  <b>ST. PAUL, MN 55120</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>PATTERSON COMPANIES, INC. [ PDCO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>CHRO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/1/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	2/1/2017		F	(1)	1671	D	\$41.92	14017 (2)	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 Option (3)	\$48.47						7/1/2019	7/1/2026	Common Stock	10379		10379	D	
Employee Stock Option (4)	\$49.52						(5)	2/1/2026	Common Stock	25000		25000	D	

**Explanation of Responses:**

- ( ) Represents shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on restricted stock units issued pursuant to the 1) Patterson Companies, Inc. 2015 Omnibus Incentive Plan.
- ( ) Includes 11,043 Restricted Stock Units ("RSUs") awarded on 2/1/2016 and 7/1/2016 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 2) Omnibus Incentive Plan. Each RSU represents a right, contingent upon continued employment, to receive one share of common stock. The 2/1/2016 award vests as follows: 4,645 shares vest 2/1/2018 and 4,644 shares vest 2/1/2019. The 7/1/2016 RSUs vest cumulatively in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (3) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.
- (4) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 2/1/2016.
- (5) This stock option becomes exercisable as follows: 25% on 2/1/2019, 25% on 2/1/2020 and 50% on 2/1/2021.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BAKER KELLY A 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120</b>			<b>CHRO</b>	

**Signatures**

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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