

KORSH LES B
Form 4
January 04, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KORSH LES B

2. Issuer Name and Ticker or Trading Symbol
**PATTERSON COMPANIES, INC.
[PDCO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1031 MENDOTA HEIGHTS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP, General Counsel

ST. PAUL, MN 55120

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount Price		
Common Stock	01/02/2019		A ⁽¹⁾	3,765	A \$ 14.74	87,247 ^{(2) (3)} 4 ⁽⁴⁾ 5 ⁽⁵⁾	D
Common Stock	01/02/2019		F ⁽⁶⁾	374	D \$ 20.09	86,873 ^{(2) (4)} 5 ⁽⁵⁾ 7 ⁽⁷⁾	D
Common Stock						678 ⁽⁸⁾	I By ESOP

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Options ⁽⁹⁾	\$ 22.48					07/01/2021 07/01/2028	Common Stock 14,179	
Employee Stock Options ⁽¹⁰⁾	\$ 47.51					07/01/2020 07/01/2027	Common Stock 11,845	
Employee Stock Options ⁽¹¹⁾	\$ 48.47					07/01/2019 07/01/2026	Common Stock 10,379	
Employee Stock Options ⁽¹²⁾	\$ 56.66					⁽¹³⁾ 07/01/2025	Common Stock 25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORSH LES B 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120			VP, General Counsel	

Signatures

Les B. Korsh 01/04/2019
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.
- (2) Includes 1,395 shares of restricted stock awarded in the years 2014 through 2015 to Reporting Person, which vest, contingent upon continued employment as follows: 887 shares vest on 7/1/2019 and 508 shares vest on 7/1/2020.
- (3) Includes 2,921 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the years 2016 and 2017 and remain subject to the terms of such plan.
Includes 7,568 Restricted Stock Units ("RSUs") awarded on 7/1/2016, 7/1/2017 and 7/1/2018 to Reporting Person pursuant to the Plan.
- (4) The RSUs vest contingent upon continued employment as follows: 1,743 units in aggregate vest on 7/1/2019, 1,743 units in aggregate vest on 7/1/2020, 1,743 units in aggregate vest on 7/1/2021, 1,393 units in aggregate vest on 7/1/2022 and 946 units vest on 7/1/2023.
Includes 67,506 RSUs awarded to Reporting Person pursuant to a Restrictive Covenants, Severance and Change in Control Agreement between Patterson Companies, Inc. and the Reporting Person. Each RSU represents a right to receive one share of common stock upon vesting. The RSUs are issued under the Patterson Companies, Inc. 2015 Omnibus Incentive Plan ("Plan") and will vest, contingent upon continued employment, 25% on 6/11/2019, 25% on 6/11/2020 and 50% on 6/11/2021.
- (5) Shares withheld for taxes incurred upon the lapse of restrictions on restricted stock issued pursuant to the Patterson Companies, Inc. Capital Accumulation Plan.
- (6) Includes 5,647 shares acquired pursuant to Reporting Person's participation in the Patterson Companies, Inc. Capital Accumulation Plan in the years 2017 and 2018 and remain subject to the terms of such plan.
- (7) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through December 31, 2018.
- (8) Stock options granted pursuant to the Plan on 7/1/2018.
- (9) Stock options granted pursuant to the Plan on 7/1/2017.
- (10) Stock options granted pursuant to the Plan on 7/1/2016.
- (11) Stock options granted pursuant to the Patterson Companies, Inc. Amended and Restated Equity Incentive Plan on 7/1/2015.
- (12) Options are exercisable as follows: 25% on 7/1/2018, 25% on 7/1/2019 and 50% on 7/1/2020.
- (13)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.