

POHLMAN KEVIN M
Form 4
July 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
POHLMAN KEVIN M

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)
822 7TH STREET, SUITE 740

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - Animal Health

GREELEY, CO 80631

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/01/2018 | | F ⁽¹⁾ | 265 D \$ 22.48 | 67,975 ⁽²⁾ ⁽³⁾ ₍₄₎ | D | |
| Common Stock | 07/01/2018 | | A ⁽⁵⁾ | 264 A \$ 19.27 | 68,239 ⁽²⁾ ⁽³⁾ ₍₄₎ | D | |
| Common Stock | 07/01/2018 | | A ⁽⁶⁾ | 4,448 A \$ 22.48 | 72,687 | D | |
| Common Stock | | | | | 388 ⁽⁷⁾ | I | By ESOP |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options | \$ 22.48 | 07/01/2018 | | <u>A</u> ⁽⁸⁾ | 13,345 | 07/01/2021 07/01/2028 | Common Stock 13,345 |
| Employee Stock Options ⁽⁹⁾ | \$ 39.23 | | | | | 08/07/2020 08/07/2027 | Common Stock 5,539 |
| Employee Stock Options ⁽¹⁰⁾ | \$ 47.51 | | | | | 07/01/2020 07/01/2027 | Common Stock 13,935 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POHLMAN KEVIN M
822 7TH STREET, SUITE 740
GREELEY, CO 80631

President - Animal Health

Signatures

Les B. Korsh, by Power of Attorney 07/03/2018

**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)

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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 ("Plan").

Includes 5,393 Restricted Stock Units ("RSUs") awarded on 9/21/2015, 7/1/2016, 7/1/2017 and 8/7/2017 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment as follows: 191 units vest on 8/7/2018, 313 units vest on 9/21/2018, 990 units in aggregate vest on 7/1/2019, 191 units vest on 8/7/2019, 313 units vest on 9/21/2019, 990 units vest in aggregate on 7/1/2020, 191 units vest on 8/7/2020, 314 units vest on 9/21/2020, 991 units vest in aggregate on 7/1/2021, 191 units vest on 8/7/2021, 527 units vest on 7/1/2022 and 191 units vest on 8/7/2022.

- (2) Includes 4,467 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.

- (3) Includes 56,255 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.

- (4) Shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Employee Stock Purchase Plan.

- (5) Represents RSUs awarded on 7/1/2018 to Reporting Person pursuant to the Plan. The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.

- (6) Represents shares of common stock indirectly held by the Reporting Person's Employee Stock Ownership Plan (ESOP) account through June 30, 2018.

- (7) Stock options granted pursuant to the Plan on 7/1/2018.

- (8) Stock option granted pursuant to the Plan on 8/7/2017.

- (9) Stock option granted pursuant to the Plan on 7/1/2017.

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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