

WALCHIRK MARK S
Form 4
April 02, 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

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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, 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 *
WALCHIRK MARK S

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

1031 MENDOTA HEIGHTS ROAD

03/29/2019

President & CEO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

ST. PAUL, MN 55120

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/29/2019		A ⁽¹⁾	373 A \$ 17.0765	98,171 ⁽²⁾ ⁽³⁾	D	

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

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SEC 1474 (9-02)

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

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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. F... Der... Sec... (In...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽⁴⁾	\$ 22.48					07/01/2021	07/01/2028	Common Stock	99,956
Employee Stock Options ⁽⁵⁾	\$ 35.41					12/01/2020	12/01/2027	Common Stock	52,764

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALCHIRK MARK S 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120	X		President & CEO	

Signatures

Les B. Korsh, by Power of Attorney
 Date: 04/02/2019
 **Signature of Reporting Person

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. Employee Stock Purchase Plan.
 Includes 42,928 Restricted Stock Units (RSUs") awarded on 12/1/2017 and 7/1/2018 to Reporting Person pursuant to the Patterson Companies, Inc. Amended & Restated 2015 Incentive Plan ("Plan"). The RSUs vest contingent upon continued employment as follows:
- (2) 7,126 units in aggregate vest on 7/1/2019, 1,824 units in aggregate vest on 12/1/2019, 7,126 units in aggregate vest on 7/1/2020, 1,824 units in aggregate vest on 12/1/2020, 7,126 units in aggregate vest on 7/1/2021, 1,824 units in aggregate vest on 12/1/2021, 7,127 units in aggregate vest on 7/1/2022, 1,824 units in aggregate vest on 12/1/2022 and 7,127 units in aggregate vest on 7/1/2023.
- (3) Includes 28,241 RSUs granted to Reporting Person on 12/1/2017 as an inducement award granted outside the Plan. The RSUs will vest, assuming continued employment on 12/1/2019.
- (4) Stock options granted pursuant to the Plan on 7/1/2018.
- (5) Stock options granted pursuant to the Plan on 12/1/2017.

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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