

NEMETH ANDY L
Form 4
August 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
NEMETH ANDY L

2. Issuer Name and Ticker or Trading Symbol
PATRICK INDUSTRIES INC
[PATK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
107 W. FRANKLIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP - Finance & CFO

ELKHART, IN 46515
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/17/2012 | | M | | 2,722 A \$ 0.75 | 109,148 | D |
| Common Stock | 08/17/2012 | | S | | 2,722 D \$ 12.87 | 106,426 | D |
| Common Stock | 08/17/2012 | | M | | 2,723 A \$ 1.75 | 109,149 | D |
| Common Stock | 08/17/2012 | | S | | 2,723 D \$ 12.89 | 106,426 | 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)

| 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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options | \$ 0.75 | 08/17/2012 | | M | 2,722 | <u>(1)</u> | 05/21/2019 ⁽¹⁾ | Common Stock | 2,722 |
| Common Stock Options | \$ 1.75 | 08/17/2012 | | M | 2,723 | <u>(2)</u> | 05/21/2019 ⁽²⁾ | Common Stock | 2,723 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEMETH ANDY L 107 W. FRANKLIN ST ELKHART, IN 46515 | X | | EVP - Finance & CFO | |

Signatures

Andy L. Nemeth 08/21/2012

**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) Common stock options granted on May 21, 2009 of which 10% of the option awards were immediately vested on the grant date. The remaining options vest in increments of 25%, 35% and 30% upon the first, second and third anniversaries, respectively, of the grant date, with full vesting at the end of three years, and expire after ten years. The 43,750 total stock options originally granted at an exercise price of \$0.75 per share are 100% vested, of which a total of 21,472 options have been exercised.

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(2) Common stock options granted on May 21, 2009 of which 10% of the option awards were immediately vested on the grant date. The remaining options vest in increments of 25%, 35% and 30% upon the first, second and third anniversaries, respectively, of the grant date, with full vesting at the end of three years, and expire after ten years. The 43,750 total stock options originally granted at an exercise price of \$1.75 per share are 100% vested, of which a total of 21,473 options have been exercised.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.83 to \$12.90, inclusive. The reporting person undertakes to provide to Patrick Industries, Inc., any security holder of Patrick Industries, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

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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