

WALCHIRK MARK S

Form 4

July 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
1031 MENDOTA HEIGHTS ROAD
(Street)

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

ST. PAUL, MN 55120

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 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)
Common Stock	07/01/2018		A ⁽¹⁾	V Amount (A) or (D) Price 35,632 A \$ 22.48	101,232 ⁽²⁾ ⁽³⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 22.48	07/01/2018		A ⁽⁴⁾		99,956		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
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).
- Represents Restricted Stock Units ("RSUs") awarded on 7/1/2018 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan ("Plan"). The award vests in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (1) Includes an inducement award granted outside the Plan to Reporting Person on 12/1/2017. The 56,481 RSUs awarded vest, assuming continued employment, 50% on the first anniversary of the date of grant and the remaining 50% on the second anniversary of the date of grant.
- (2) Includes 9,119 RSUs awarded on 12/1/2017 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment in 5 equal annual installments commencing on the one year anniversary of the date of grant and each anniversary thereafter.
- (3) Stock options granted pursuant to the Plan on 7/1/2018.
- (4) 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. 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.