

WALCHIRK MARK S  
Form 4  
December 04, 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 \*  
**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**

**12/03/2018**

**President & CEO**

(Street)

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

**ST. PAUL, MN 55120**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 12/03/2018                           |  | F(1)(2)                        | 9,200 D \$ 25.43  | 92,032 (3) (4)  | 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... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |                               |                            |
| Employee Stock Options <sup>(5)</sup>      | \$ 22.48   |                                      |  |                                |   | 07/01/2021   | 07/01/2028  | Common Stock                  | 99,956                     |
| Employee Stock Options <sup>(6)</sup>      | \$ 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<br>1031 MENDOTA HEIGHTS ROAD<br>ST. PAUL, MN 55120 | X             |           | President & CEO |       |

## Signatures

Les B. Korsh, by Power of Attorney  
 12/04/2018  
 \*\*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) Represents (558) 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") on 12/1/2017.
- (2) Represents (8,642) shares of common stock withheld for payment of taxes incurred upon the lapse of restrictions on the inducement award granted outside the Plan on 12/1/2017.  
 Includes 42,928 Restricted Stock Units (RSUs") awarded on 12/1/2017 and 7/1/2018 to Reporting Person pursuant to the Plan. The RSUs vest contingent upon continued employment as follows: 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.
- (4) 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.

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

(6) 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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