

BAKER KELLY A
Form 4
October 11, 2017

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 *
BAKER KELLY A

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)
10/10/2017

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

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 (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	10/10/2017		A ⁽¹⁾	105 A \$ 32.8525	16,298 ⁽²⁾	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. Filing Date
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code V	(A)	(D)			
Employee Stock Option ⁽³⁾	\$ 47.51					07/01/2020	07/01/2027	Common Stock	11,148
Employee Stock Option ⁽⁴⁾	\$ 48.47					07/01/2019	07/01/2026	Common Stock	10,379
Employee Stock Option ⁽⁵⁾	\$ 49.52					<u>(6)</u>	02/01/2026	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER KELLY A 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120			CHRO	

Signatures

Les B. Korsh, by Power of Attorney
10/11/2017

**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 shares acquired by Reporting Person pursuant to the Patterson Companies, Inc. Employee Stock Purchase Plan.
Includes 10,693 Restricted Stock Units ("RSUs") awarded on 2/1/2016 and 7/1/2016 to Reporting Person pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan. Each RSU represents a right, contingent upon continued employment, to receive one share of common stock. The 2/1/2016 award vests as follows: 4,645 shares vest 2/1/2018 and 4,644 shares vest 2/1/2019. The 7/1/2016 award vests as follows: 351 shares vest each year 7/1/2018 through 7/1/2021.
 - Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2017.
 - Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 7/1/2016.

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(5) Stock option granted pursuant to the Patterson Companies, Inc. 2015 Omnibus Incentive Plan on 2/1/2016.

(6) This stock option becomes exercisable as follows: 25% on 2/1/2019, 25% on 2/1/2020 and 50% on 2/1/2021.

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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