

Cleveland Todd M
Form 4
December 31, 2012

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 *
Cleveland Todd M

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)
12/27/2012

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

ELKHART, IN 46515

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/27/2012		M		35,000	A	\$ 1.75
Common Stock	12/28/2012		M		30,000	A	\$ 1.75

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

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(9-02)

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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 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
Common Stock Options	\$ 1.75	12/27/2012		M	35,000	<u>(1)</u> 05/21/2019 <u>(1)</u>	Common Stock 35,000
Common Stock Options	\$ 1.75	12/28/2012		M	30,000	<u>(2)</u> 05/21/2019 <u>(2)</u>	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cleveland Todd M 107 W. FRANKLIN ST ELKHART, IN 46515	X President & CEO

Signatures

/s/ Todd M. Cleveland by Andy L. Nemeth,
Attorney-in-fact 12/31/2012

__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 vested 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 75,000 total stock options originally granted at an exercise price of \$1.75 per share are 100% vested, of which a total of 45,000 options have been exercised.

(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 vested 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 75,000 total stock options originally granted at an exercise price of \$1.75 per share are 100% vested, of which all the options have been exercised.

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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