PATTERSON COMPANIES, INC.

Form 4 June 02, 2010

# FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 5 obligations may continue.

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

response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WILTZ JAMES W |   |              | 2. Issuer Name and Ticker or Trading<br>Symbol<br>PATTERSON COMPANIES, INC.<br>[PDCO] |   |   |   | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable) |  |  |   |  |
|---|---|--------------|---|---|---|---|---|--|--|---|--|
|   | (First) (I<br>ON COMPANIES<br>MENDOTA HEI   |              | 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2010                           |   |   |   |   | _X_ Director 10% Owner Officer (give title below) Other (specify below)  |  |   |  |
|   | (Street)  |              | 4. If Amendment, Date Original Filed(Month/Day/Year)                                  |   |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |   |  |  |   |  |
| ST. PAUL, MN 55120                                      |   |              |   |   |   |   |   | Form filed by More than One Reporting Person   |  |   |  |
| (City)  | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |              |   |   |   |   |   |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year)   | Executio any | ned<br>n Date, if<br>Day/Year)  | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>or(A) or Dis<br>(D)<br>(Instr. 3, 4 | sposed  | of  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock   | 06/02/2010  |              |   | G                                       | 20,000  | D   | \$0   | 335,836  | I (1)  | Revocable<br>Trust (1)  |  |
| Common<br>Stock   |   |              |   |   |   |   |   | 9,550  | I (2)  | Family<br>Trust (2)   |  |
| Common<br>Stock   |   |              |   |   |   |   |   | 99,166   | I (3)  | GRAT (3)  |  |
| Common<br>Stock   |   |              |   |   |   |   |   | 99,442   | D  |   |  |

#### Edgar Filing: PATTERSON COMPANIES, INC. - Form 4

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 number.

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<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3                   | ate                | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|--|---|--------------------------------------|---|---------------------------------------|---|---------------------|--------------------|---|----------------------------------|------------------------------------|
|  |   |                                      |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |                                    |
| Forward<br>Sale<br>Contract<br>(Obligation<br>to Sell) | <u>(4)</u>  |                                      |   |                                       |   | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock   | 200,000                          |                                    |
| Employee<br>Stock<br>Options                           | <u>(5)</u>  |                                      |   |                                       |   | <u>(6)</u>          | <u>(7)</u>         | Common<br>Stock   | 101,428                          |                                    |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| reporting of more remainly remained  | Director      | 10% Owner | Officer | Other |  |  |
| WILTZ JAMES W PATTERSON COMPANIES, INC. 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120 | X             |           |         |       |  |  |

### **Signatures**

Matthew L. Levitt, by Power of
Attorney 06/02/2010

\*\*Signature of Reporting Person Date

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#### **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) Revocable Trust of which the Reporting Person is the Settlor and Trustee.
- (2) In Trust for members of Reporting Person's Family.
- (3) Held by Grantor Retained Annuity Trust.
  - The Reporting Person (RP) entered into a prepaid forward sale contract with an unaffiliated third party buyer. The RP agreed to deliver to the buyer up to 200,000 shares on 12/29/2011, the maturity date of the contract. The RP received \$4,408,248 as of the date of contract. The RP pledged 200,000 shares (Pledged Shares) to secure his obligations under the contract. The number of shares to be delivered to the
- (4) buyer on the maturity date is as follows: (a) if the value per share on the maturity date (Maturity Price) is less than \$24.92, the RP will deliver all the Pledged Shares; (b) if the Maturity Price is between \$24.92 and \$34.61, the RP will deliver shares equal to \$24.92 divided by the Maturity Price times the number of Pledged Shares; and (c) if the Maturity Price is greater than \$34.61, the RP will deliver shares equal to the Pledged Shares times the ratio of \$24.92 plus Maturity Price less \$34.61 divided by Maturity Price, or the cash equivalent.
- (5) Employee Stock Options granted as follows: 101,428 on 04/28/2003 at \$19.97.
- (6) Options exercisable as follows: 20,285 on April 28 for each year 2006-2010.
- (7) All grants expire 10 years after grant date.

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.