

PATTERSON COMPANIES, INC.

Form 4

May 04, 2010

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILTZ JAMES W**

(Last) (First) (Middle)

**PATTERSON COMPANIES,  
INC., 1031 MENDOTA HEIGHTS  
ROAD**

(Street)

**ST. PAUL, MN 55120**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**PATTERSON COMPANIES, INC.  
[PDCO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/03/2010**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/03/2010 <sup>(1)</sup>               |                                                             | S                                    | V Amount (A)<br>or (D)<br>Price<br>\$ 50,000 D 32.0201                  | 405,836                                                                                                            | I <sup>(2)</sup>                                                        | Revocable<br>Trust <sup>(2)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 126,982                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 9,550                                                                                                              | I <sup>(3)</sup>                                                        | Family<br>Trust <sup>(3)</sup>                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 99,166                                                                                                             | I <sup>(4)</sup>                                                        | GRAT <sup>(4)</sup>                                               |

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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<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 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) | (5)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (5)                                                            | (5)                | Common<br>Stock                                                     | 200,000                          |                                    |
| Employee<br>Stock<br>Options                           | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (7)                                                            | (8)                | Common<br>Stock                                                     | 147,468                          |                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| WILTZ JAMES W<br>PATTERSON COMPANIES, INC.<br>1031 MENDOTA HEIGHTS ROAD<br>ST. PAUL, MN 55120 | X             |           |         |       |

## Signatures

Matthew L. Levitt, by Power of  
Attorney

05/04/2010

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) The transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 16, 2009.

(2) Revocable Trust of which the Reporting Person is the Settlor and Trustee.

(3) In Trust for members of Reporting Person's Family.

(4) 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.

(5) The RP pledged 200,000 shares (Pledged Shares) to secure his obligations under the contract. The number of shares to be delivered to the 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.

(6) Employee Stock Options granted as follows: 141,998 on 04/28/2003 at \$19.97; and 5,470 on 4/26/2004 at \$38.50.

(7) Options exercisable as follows: 20,285 on April 28 for each year 2006-2012; and 5,470 on 4/26/2013.

(8) 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.

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