

PATTERSON COMPANIES, INC.

Form 4

December 19, 2008

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 *
ASKEW LYNN E

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)
PATTERSON COMPANIES,
INC., 1031 MENDOTA HEIGHTS
RD.

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)
ST. PAUL, MN 55120

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
____ 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)
Common Stock	12/19/2008		M	V Amount (A) or (D) Price \$ 10.1407	12,626	D	
Common Stock	12/19/2008		S	V Amount (A) or (D) Price \$ 18.4435	11,570	D	

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

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information contained in this form are not
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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 Security (Instr. 3 and 4)
Employee Stock Options	\$ 10.1407 (1)	12/19/2008		M	1,056	02/10/2008(2) 02/10/2009(3)	Common Stock 1,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASKEW LYNN E PATTERSON COMPANIES, INC. 1031 MENDOTA HEIGHTS RD. ST. PAUL, MN 55120			Vice President	

Signatures

Matthew L. Levitt, by Power of Attorney
12/19/2008
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) Options granted as follows: 10,444 on 9/01/1999 at \$10.625, 4,760 on 5/01/2000 at \$12.1875, 4,262 on 4/30/2001 at \$15.28, 3,114 on 4/29/2002 at \$22.57, 3,802 on 4/28/2003 at \$19.965 and 2,050 on 4/26/2004 at \$38.50.
- (2) Options are exercisable as follows: 1,492 on September 1 of each year 2002-2008; 4,760 on 5/1/2009, 4,262 on 4/30/2010, 3,114 on 4/29/2011, 3,802 on 4/28/2012, and 2,050 on 4/26/2013.
- (3) 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.