

PATTERSON COMPANIES, INC.

Form 4

January 02, 2009

**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 \*  
ARMSTRONG R STEPHEN

(Last) (First) (Middle)

PATTERSON COMPANIES,  
INC., 1031 MENDOTA HEIGHTS  
RD.

(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)  
12/31/2008

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)  
EVP & CFO

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<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/31/2008                              |                                                             | A <sup>(1)</sup>                     | 359                                                                     | A                                                                                                                  | \$<br>15.94                                                          | 38,413 D                                |
| Common<br>Stock                       | 01/02/2009                              |                                                             | A <sup>(2)</sup>                     | 2,677                                                                   | A                                                                                                                  | \$<br>14.06                                                          | 41,090 D                                |

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  
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SEC 1474  
(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<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. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|
| Employee<br>Stock<br>Options                        | (3)                                                                   |                                         |                                                             | Code V (A) (D)                          |                                                                                                                       | Date<br>Exercisable<br>(4)<br>Expiration<br>Date<br>(5)        | Title<br>Common<br>Stock                                            | Amount or<br>Number of<br>Shares<br>134,992            |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |           |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                                    | Director      | 10% Owner | Officer   | Other |
| ARMSTRONG R STEPHEN<br>PATTERSON COMPANIES, INC.<br>1031 MENDOTA HEIGHTS RD.<br>ST. PAUL, MN 55120 |               |           | EVP & CFO |       |

## Signatures

Matthew L. Levitt, by Power of  
Attorney  
01/02/2009  
\*\*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) Patterson Companies, Inc. Employee Stock Purchase Plan.
- (2) Patterson Companies, Inc. Capital Accumulation Plan.
- (3) Options granted are as follows: 98,700 on 07/01/1999 at \$8.7032, 10,068 on 05/01/2000 at \$12.1875, 8,806 on 04/30/2001 at \$15.28, 6,200 on 04/29/2002 at \$22.57, 7,288 on 04/28/2003 at \$19.965 and 3,930 on 4/26/2004 at \$38.50.
- (4) Options are exercisable as follows: 14,100 on July 1 of each year 2002-2008; 10,068 on 5/01/2009; 8,806 on 4/30/2010; 6,200 on 4/29/2011, 7,288 on 04/28/2012, and 3,930 on 4/26/2013.
- (5) 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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