

PATTERSON COMPANIES, INC.
 Form 4
 January 04, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2010

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

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

(Street)

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

ST. PAUL, MN 55120

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/04/2010 ⁽¹⁾		S	50,000 D \$ 28.8078	605,836	I ⁽²⁾	Revocable Trust ⁽²⁾
Common Stock					128,015	D	
Common Stock					9,550	I ⁽³⁾	Family Trust ⁽³⁾
Common Stock					99,166	I ⁽⁴⁾	GRAT ⁽⁴⁾

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

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(9-02)

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)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Forward Sale Contract (Obligation to Sell)	(5)					(5)	(5)	Common Stock	200,000
Employee Stock Options	(6)					(7)	(8)	Common Stock	147,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILTZ JAMES W PATTERSON COMPANIES, INC. 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120	X		Director, President & CEO	

Signatures

Matthew L. Levitt, by Power of Attorney

01/04/2010

**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.

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