

PATTERSON COMPANIES, INC.

Form 4

January 06, 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
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(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)
01/04/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	01/04/2010		F ⁽¹⁾	846	D	\$ 28.81	153,611 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
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Derivative Security (Instr. 5)
Employee Stock Options	(2)			Code V (A) (D)		Date Exercisable (3) Expiration Date (4)	Title Common Stock	Amount or Number of Shares 36,292

Reporting Owners

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

Signatures

Matthew L. Levitt, by Power of Attorney
01/06/2010
 **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) Shares withheld for taxes incurred upon lapse of restrictions on stock issued pursuant to Patterson Companies, Inc. Capital Accumulation Plan.
- (2) Options granted are as follows: 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.
- (3) Options are exercisable as follows: 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.
- (4) 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.