

PATRICK INDUSTRIES INC

Form 4

September 09, 2015

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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### 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 \*  
Cleveland Todd M

2. Issuer Name and Ticker or Trading Symbol  
PATRICK INDUSTRIES INC  
[PATK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/04/2015

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

107 W. FRANKLIN ST

(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

ELKHART, IN 46515

(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 or Price   |  |   |
| Common Stock                    | 09/04/2015                           |  | M                              |   | 56,528 A \$ 18.45   | 560,688 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 09/04/2015                           |  | S                              |   | 56,528 D \$ 44.3528   | 504,160 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 09/08/2015                           |  | M                              |   | 43,472 A \$ 18.45   | 547,632 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 09/08/2015                           |  | S                              |   | 43,472 D \$ 44.6672   | 504,160 <sup>(1)</sup>                                   | D   |

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

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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)

| 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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Common Stock Options                       | \$ 18.45   | 09/04/2015                           |  | M                              | 56,528  | <u>(4)</u> 12/18/2022 <sup>(4)</sup>                     | Common Stock  | 56,528 |                            |
| Common Stock Options                       | \$ 18.45   | 09/08/2015                           |  | M                              | 43,472  | <u>(4)</u> 12/18/2022 <sup>(4)</sup>                     | Common Stock  | 43,472 |                            |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Cleveland Todd M<br>107 W. FRANKLIN ST<br>ELKHART, IN 46515 | X             |           | President & CEO |       |

## Signatures

/s/ Todd M. Cleveland by Andy L. Nemeth, attorney-in-fact 09/09/2015

\_\_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 Common Stock holding reported herein has been adjusted to reflect a three-for-two stock split paid by the Issuer on May 29, 2015.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.25 to \$44.45, inclusive. The reporting person undertakes to provide to Patrick Industries, Inc., any security holder of Patrick Industries, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

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(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.35 to \$45.31, inclusive. The reporting person undertakes to provide to Patrick Industries, Inc., any security holder of Patrick Industries, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

(4) Common stock options granted on December 18, 2013 of which one-third of the option awards vested on the first anniversary of the grant date or December 18, 2014. The remaining options will vest on a pro-rata basis upon the second and third anniversaries of the grant date, with full vesting at the end of three years, and expire after nine years. The 300,000 total stock options originally granted reflect the three-for-two stock split paid on May 29, 2015 with a post stock-split basis exercise price of \$18.45 per share.

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.