

PATTERSON COMPANIES, INC.
 Form 4
 September 09, 2008

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 *
 LACY ANDRE B

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)
 LDI, LTD., 54 MONUMENT CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/09/2008

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

INDIANAPOLIS, IN 46204
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/09/2008 | | A ⁽¹⁾ | 2,424 A \$ 0 | 88,374 | D | |

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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------|-----------------|--------------|----------------------------|
| Director Stock Options | (2) | (3) | Common Stock | 58,342 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LACY ANDRE B LDI, LTD. 54 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | X | | | |

Signatures

Matthew L. Levitt, by Power of Attorney
Date: 09/09/2008

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) Shares of Restricted Stock awarded to Non-Employee Directors as an Annual Grant pursuant to the Patterson Companies, Inc. Equity Incentive Plan.
- (2) Options exercisable as follows: 12,000 on 9/10/03, 888 on 4/29/03, 12,000 on 9/9/04, 1,052 on 4/28/04, 536 on 4/26/05, 12,000 on 9/13/05, 384 on 5/2/06, 12,000 on 9/12/06, 556 on 5/1/07, 5,000 on 9/18/07 and 1,926 on 4/30/08.
- (3) All grants expire 10 years after grant date.
- (4) Options granted as follows: 12,000 on 9/10/02 at \$23.9425, 888 on 4/29/02 at \$22.57, 12,000 on 9/9/03 at \$27.8575, 1,052 on 4/28/03 at \$19.965, 536 on 4/26/04 at \$38.50, 12,000 on 9/13/04 at \$37.18, 384 on 5/2/05 at \$50.75, 12,000 on 9/12/05 at \$40.935, 556 on 5/1/06 at \$32.30, 5,000 on 9/18/06 at \$32.41 and 1,926 on 4/30/07 at \$36.06.

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.