

PATTERSON COMPANIES, INC.
 Form 4
 May 08, 2007

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)
05/07/2007

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

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2007		A ⁽¹⁾	5,200 A \$ 0	343,675	D	
Common Stock					3,990	I ⁽²⁾	In Trust for Members of Reporting Person's Family ⁽²⁾
Commn Stock					625,000	I ⁽³⁾	GRAT ⁽³⁾

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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. Price of Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	(4)					(5)	(6)			Common Stock	147,468

Reporting Owners

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

Signatures

Matthew L. Levitt, by Power of Attorney
Date: 05/08/2007

**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 pursuant to the Patterson Companies, Inc. Equity Incentive Plan.
- (2) In Trust for members of Reporting Person's Family.
- (3) Held by Grantor Retained Annuity Trust.
- (4) Options granted as follows: 141,998 on 04/28/2003 at \$19.97; and 5,470 on 4/26/2004 at \$38.50.

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(5) Options exercisable as follows: 20,285 on April 28 for each year 2006-2012; and 5,470 on 4/26/2013.

(6) 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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