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POOL CORP  
Form SC 13G  
June 06, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Pool Corporation

-----  
(Name of Issuer)

Voting Shares of Common Stock

-----  
(Title of Class of Securities)

73278L105

-----  
(CUSIP Number)

5/31/14

-----  
Date of Event Which Requires Reporting

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities,  
and for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

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CUSIP No. 462044108

Page 2 of 5 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

St. Denis J. Villere & Company, L.L.C.  
I.R.S. Identification No. 72-0343760

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / / (b) / X /

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION  
Louisiana

NUMBER OF 5. SOLE VOTING POWER  
SHARES 699,041

BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 1,806,004

EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 699,041

PERSON 8. SHARED DISPOSITIVE POWER  
WITH 1,806,004

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,505,045 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*  
N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.55%

12. TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G/A

ITEM 1.

This Schedule 13G relates to shares of the Voting Shares of Common Stock (the "Shares") of Pool Corporation, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 109 Northpark Blvd., Covington, LA 70433

ITEM 2.

(a) - (c) The person filing this Schedule 13G is St. Denis J.

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Villere & Company, L.L.C., a Louisiana limited liability company ("Villere"), with its principal business office located at 601 Poydras St. Suite 1808 New Orleans, LA 70130.

(d) Title of Class of Securities: Voting Shares of Common Stock

(e) CUSIP Number: 73278L105

### ITEM 3.

Villere is filing this Schedule 13G as an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

### ITEM 4. Ownership.

(a) - (c) As of May 31, 2014, Villere was deemed to have or share voting or dispositive power over, and therefore to own beneficially, the number and percentage of Shares of the Issuer indicated below:

Number of Shares -----	Percentage of Outstanding Shares -----	Sole Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----	Sha Dis Pow ---
2,505,045	5.55%	669,041	1,806,004	699,041	1

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### ITEM 5. Ownership of Five Percent or Less of a Class.

Not Applicable

### ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

### ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

### ITEM 8. Identification and Classification of Members of the Group.

Not Applicable

### ITEM 9. Notice of Dissolution of Group.

Not Applicable

### ITEM 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the

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purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 6/6/14  
-----

ST. DENIS J. VILLERE & COMPANY, L.L.C.

By: /s/ George Young  
-----  
George Young  
Member

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