

PATRICK INDUSTRIES INC
 Form 4
 January 19, 2017

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 *
 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)
 107 W. FRANKLIN ST
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/17/2017

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

ELKHART, IN 46515

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/17/2017		A	4,286 A \$ 0 (1)	340,384	D	
Common Stock	01/17/2017		A	25,715 A \$ 0 (2)	366,099	D	
Common Stock					15,000	I	Held by family members living in household

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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 80.75	01/17/2017		A		34,808		01/17/2018	01/17/2026	Common Stock	34,808
Stock Options	\$ 80.75	01/17/2017		A		34,807		01/17/2019	01/17/2026	Common Stock	34,807
Stock Options	\$ 80.75	01/17/2017		A		34,808		01/17/2020	01/17/2026	Common Stock	34,808
Stock Options	\$ 80.75	01/17/2017		A		34,807		01/17/2021	01/17/2026	Common Stock	34,807
Stock Appreciation Rights	\$ 80.75	01/17/2017		A		8,702		01/17/2018	01/17/2026	Common Stock	8,702
Stock Appreciation Rights	\$ 80.75	01/17/2017		A		8,702		01/17/2019	01/17/2026	Common Stock	8,702
Stock Appreciation Rights	\$ 80.75	01/17/2017		A		8,702		01/17/2020	01/17/2026	Common Stock	8,702
Stock Appreciation Rights	\$ 80.75	01/17/2017		A		8,702		01/17/2021	01/17/2026	Common Stock	8,702
Stock Appreciation Rights	\$ 90.04	01/17/2017		A		8,702		01/17/2018	01/17/2026	Common Stock	8,702
Stock Appreciation Rights	\$ 90.04	01/17/2017		A		8,702		01/17/2019	01/17/2026	Common Stock	8,702
	\$ 90.04	01/17/2017		A		8,702		01/17/2020	01/17/2026		8,702

Stock Appreciation Rights								Common Stock	
Stock Appreciation Rights	\$ 90.04	01/17/2017	A	8,702	01/17/2021	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 100.39	01/17/2017	A	8,702	01/17/2018	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 100.39	01/17/2017	A	8,702	01/17/2019	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 100.39	01/17/2017	A	8,702	01/17/2020	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 100.39	01/17/2017	A	8,702	01/17/2021	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 111.94	01/17/2017	A	8,702	01/17/2018	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 111.94	01/17/2017	A	8,702	01/17/2019	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 111.94	01/17/2017	A	8,702	01/17/2020	01/17/2026		Common Stock	8,702
Stock Appreciation Rights	\$ 111.94	01/17/2017	A	8,702	01/17/2021	01/17/2026		Common Stock	8,702

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleveland Todd M 107 W. FRANKLIN ST ELKHART, IN 46515	X		CEO	

Signatures

/s/ Todd M. Cleveland by Joshua A. Boone,
Attorney-in-fact 01/19/2017

__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) Annual Management Grant awarded 01/17/2017 and vesting on 01/17/2020.
- (2) Shares are performance-based and vest after three years upon achievement of target Company objectives.

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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