

PATRICK INDUSTRIES INC
 Form 4
 September 16, 2015

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/14/2015 | | M ⁽¹⁾ | | 25,001 | A | \$ 18.45 |
| Common Stock | 09/14/2015 | | M ⁽¹⁾ | | 25,001 | A | \$ 22.13 |
| Common Stock | 09/14/2015 | | M ⁽¹⁾ | | 25,001 | A | \$ 26.56 |
| Common Stock | 09/14/2015 | | M ⁽¹⁾ | | 25,001 | A | \$ 31.87 |
| Common Stock | 09/14/2015 | | D ⁽¹⁾ | | 52,366 | D | \$ 47.27 |

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Common Stock 09/14/2015 F⁽¹⁾ 21,601 D \$ 47.27 458,229 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights ⁽²⁾ | \$ 18.45 | 09/14/2015 | | M | 25,001 | ⁽³⁾ 12/18/2022 | Common Stock | 25,000 |
| Stock Appreciation Rights ⁽²⁾ | \$ 22.13 | 09/14/2015 | | M | 25,001 | ⁽³⁾ 12/18/2022 | Common Stock | 25,000 |
| Stock Appreciation Rights ⁽²⁾ | \$ 26.56 | 09/14/2015 | | M | 25,001 | ⁽³⁾ 12/18/2022 | Common Stock | 25,000 |
| Stock Appreciation Rights ⁽²⁾ | \$ 31.87 | 09/14/2015 | | M | 25,001 | ⁽³⁾ 12/18/2022 | Common Stock | 25,000 |

Reporting Owners

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

Signatures

/s/ Todd M. Cleveland by Andy Nemeth,
Attorney-in-Fact

09/16/2015

__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) Reflects exercise of the stock appreciation rights reported on Table II of this Form 4.
Reflects a stock appreciation right that was granted on December 18, 2013. Amounts set forth in this Form 4 have been adjusted to reflect
- (2) Patrick Industries, Inc.'s stock dividend of one share of common stock for every two shares held of outstanding common stock paid on May 29, 2015.
- (3) The shares exercised on September 14, 2015 became exercisable on December 18, 2014. 24,999 additional shares become exercisable on December 18, 2015 and 25,000 additional shares will become exercisable on December 18, 2016.

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.