

Cleveland Todd M
Form 4
December 06, 2012

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)
12/04/2012

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/04/2012		M	V	\$ 50,000 0.75	A	415,471 D
Common Stock	12/05/2012		M	V	\$ 15,000 0.75	A	430,471 D
Common Stock	12/05/2012		M	V	\$ 10,000 1.75	A	440,471 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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
Common Stock Options	\$ 0.75	12/04/2012		M	50,000	<u>(1)</u> 05/21/2019 ⁽¹⁾	Common Stock	50,000
Common Stock Options	\$ 0.75	12/05/2012		M	15,000	<u>(2)</u> 05/21/2019 ⁽²⁾	Common Stock	15,000
Common Stock Options	\$ 1.75	12/05/2012		M	10,000	<u>(3)</u> 05/21/2019 ⁽³⁾	Common Stock	10,000

Reporting Owners

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

Signatures

/s/ Todd M. Cleveland by Andy L. Nemeth,
attorney-in-fact

12/06/2012

__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) Common stock options granted on May 21, 2009 of which 10% of the option awards were immediately vested on the grant date. The remaining options vested in increments of 25%, 35% and 30% upon the first, second, and third anniversaries, respectively, of the grant date, with full vesting at the end of three years, and expire after ten years. The 75,000 total stock options originally granted at an exercise price of \$0.75 per share are 100% vested, of which a total of 60,000 options have been exercised.
- (2) Common stock options granted on May 21, 2009 of which 10% of the option awards were immediately vested on the grant date. The remaining options vested in increments of 25%, 35% and 30% upon the first, second, and third anniversaries, respectively, of the grant

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date, with full vesting at the end of three years, and expire after ten years. The 75,000 total stock options originally granted at an exercise price of \$0.75 per share are 100% vested, of which all the options have been exercised.

- (3) Common stock options granted on May 21, 2009 of which 10% of the option awards were immediately vested on the grant date. The remaining options vested in increments of 25%, 35% and 30% upon the first, second, and third anniversaries, respectively, of the grant date, with full vesting at the end of three years, and expire after ten years. The 75,000 total stock options originally granted at an exercise price of \$1.75 per share are 100% vested, of which a total of 10,000 options have been exercised.

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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