

PATRICK INDUSTRIES INC
Form 4
March 13, 2008

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 *
GENDELL JEFFREY L ET AL

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)

C/O TONTINE CAPITAL
MANAGEMENT, L.L.C., 55
RAILROAD AVENUE, 1ST
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2008

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

(Street)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(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, no par value | 03/12/2008 | | P | | 900,000 | A (3) | \$ 7 | 3,243,089 | I (1) (2) | See Footnote (1) (2) |
| Common Stock, no par value | 03/12/2008 | | P | | 225,000 | A (3) | \$ 7 | 3,468,089 | I (1) (2) | See Footnote (1) (2) |

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. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENDELL JEFFREY L ET AL C/O TONTINE CAPITAL MANAGEMENT, L.L.C. 55 RAILROAD AVENUE, 1ST FLOOR GREENWICH, CT 06830 | | X | | |
| TONTINE CAPITAL PARTNERS L P C/O TONTINE CAPITAL MANAGEMENT, L.L.C. 55 RAILROAD AVENUE, 1ST FLOOR GREENWICH, CT 06830 | | X | | |
| TONTINE CAPITAL MANAGEMENT LLC C/O TONTINE CAPITAL MANAGEMENT, L.L.C. 55 RAILROAD AVENUE, 1ST FLOOR GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|---|------------|
| Tontine Capital Partners, L.P., By: its General Partner, Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 03/13/2008 |
| **Signature of Reporting Person | Date |
| Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 03/13/2008 |
| **Signature of Reporting Person | Date |
| /s/ Jeffrey L. Gendell | 03/13/2008 |

__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) This report is filed jointly by Tontine Capital Partners, L.P. ("TCP"), a Delaware limited partnership, Tontine Capital Management, L.L.C. ("TCM"), a Delaware limited liability company, and Jeffrey L. Gendell ("Mr. Gendell"). Mr. Gendell is the managing member of TCM, the general partner of TCP. Mr. Gendell is the managing member of Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), the general partner of Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership ("TMF"). Mr. Gendell directly owns 0 shares of the Common Stock. TCP directly owns 2,774,469 shares of Common Stock. TMF directly owns 693,620 shares of Common Stock. All of the foregoing shares of Common Stock may be deemed to be beneficially owned by Mr. Gendell. The foregoing shares held by TCP may be deemed to be beneficially owned by TCM. The foregoing shares held by TMF may be deemed to be beneficially held by TCO.

(2) Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, TCO and, TMF. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Exchange Act, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of TCP. TCO disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Exchange Act, or otherwise, except as to securities directly owned by TCO or representing TCO's pro rata interest in, and interest in the profits of TMF.

(3) On March 12, 2008, TCP purchased 900,000 shares of Common Stock. On March 12, 2008, TMF purchased 225,000 shares of Common Stock.

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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