

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PATRICK INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

35-1057796
(I.R.S. Employer Identification No.)

**107 W. Franklin Street
Elkhart, IN 46515
(574) 294-7511**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**1987 Stock Option Program
(As Amended and Restated)**
(Full title of the plan)

Andy L. Nemeth
Executive Vice President-Finance and Chief Financial Officer

**107 W. Franklin St.
Elkhart, IN 46515**

Telephone: (574) 294-7511

(Name, address, including zip code, and telephone number,
including area code, of registrant's agent for service)

Robert A. Schreck, Jr., P.C.

Heidi Steele
McDermott Will & Emery LLP
227 West Monroe Street
Chicago, IL 60606

Telephone: (312) 372-2000

This Registration Statement will become effective immediately upon filing with the Securities and Exchange Commission. Sales of the registered securities will begin as soon as reasonably practicable after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|---|------------------------------------|--|--|---------------------------------------|
| Common Stock, without par value, including Preferred Share Purchase Rights (3)(4) | 600,000 | \$13.21 | \$7,926,000 | \$244 |

- (1) Plus an indeterminate number of additional shares that may be issued if the anti-dilution adjustment provisions of the plan become operative.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with rule 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Market on August 21, 2007.
- (3) Prior to the occurrence of certain events, the Preferred Share Purchase Rights will not be evidenced separately from the Common Stock.
- (4) Includes an indeterminate number of interests related to the Common Stock to be issued under this Plan, all of which are generally nontransferable, including stock options and stock equivalents.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Patrick Industries, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the Commission on April 2, 2007;

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2007 and June 30, 2007, filed with the Commission on May 15, 2007 and August 14, 2007, respectively;

(c) The Registrant's Current Reports on Form 8-K and Form 8-K/A filed with the Commission on January 31, 2007, March 13, 2007, April 6, 2007, April 11, 2007, May 24, 2007, June 6, 2007, and July 5, 2007; and

(d) The description of the Registrant's Common Stock and the Preferred Share Purchase Rights contained in its Registration Statement on Form 8-A filed with the Commission pursuant to Section 12 of the 1934 Act.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 in each year during which the offering made by this registration statement is in effect prior to the filing with the Commission of the registrant's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this registration statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

The securities to be offered are registered under Section 12(b) of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Articles of Incorporation provides that it shall indemnify its directors and officers to the fullest extent permitted by the Indiana Business Corporation Law. The Registrant's By-laws require the company to indemnify its directors and officers and such provisions require it, among other things, (i) to indemnify officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers provided such persons acted in good faith and in a manner reasonably believed to be in the best interests of the Registrant and, with respect to any criminal action, had no cause to believe their conduct was unlawful; (ii) to advance the expenses actually and reasonably incurred by its officers and directors as a result of any proceeding against them as to which they could be indemnified, and (iii) to obtain directors' and officers' insurance if available on reasonable terms. The Registrant maintains directors and officers liability insurance covering all directors and officers of the Registrant against claims arising from the performance of their duties. There is no action or proceeding pending or, to our knowledge, threatened which may result in a claim for indemnification by any director, officer, employee or agent.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 5.1 Opinion of McDermott, Will & Emery, LLP
- 23.1 Consent of McGladrey & Pullen LLP.
- 23.2 Consent of Deloitte & Touche LLP.
- 23.3 Consent of McDermott Will & Emery LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (filed as part of signature page).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in the post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elkhart, State of Indiana, on August 27, 2007.

PATRICK INDUSTRIES, INC.

/s/ Andy L. Nemeth

Name: Andy L. Nemeth
Title: Executive Vice President – Finance,
Secretary-Treasurer and Chief Financial
Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Patrick Industries, Inc., hereby severally constitute Paul E. Hassler and Andy L. Nemeth, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all amendments (including post-effective amendments) to said Registration Statement, and generally to do all such things in our name and behalf in the capacities indicated below to enable Young Innovations, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 27th day of August, 2007.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ Robert C. Timmins</u> Robert C. Timmins | Lead Director |
| <u>/s/ Paul E. Hassler</u> Paul E. Hassler | President and Chief Executive Officer |
| <u>/s/ Andy L. Nemeth</u> Andy L. Nemeth | Executive Vice President - Finance, Secy. -Treasurer and Chief Financial Officer |
| <u>/s/ Keith V. Kankel</u> Keith V. Kankel | Director |

/s/ Harold E. Wyland Director
Harold E. Wyland

/s/ John H. McDermott Director
John H. McDermott

/s/ Terrence D. Brennan Director
Terrence D. Brennan

/s/ Walter E. Wells Director
Walter E. Wells

/s/ Larry D. Renbarger Director
Larry D. Renbarger

August 27, 2007

Patrick Industries, Inc.
107 West Franklin
Elkhart, Indiana 46515

Re: 1987 Stock Option Program, as Amended and Restated (the "Program")

Ladies and Gentlemen:

We have acted as counsel for Patrick Industries, Inc. (the "Company") in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended, of 600,000 shares of the Company's Common Stock, without par value (the "Common Stock"), which may be purchased pursuant to the Program, together with 600,000 Preferred Share Purchase Rights which are currently attached to, and trade with, the Common Stock.

We have examined or considered:

1. A copy of resolutions duly adopted by the Board of Directors of the Company relating to the Program; and
2. A copy of the Program.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion.

Based on the foregoing, we are of the opinion that all legal and corporate proceedings necessary for the authorization, issuance and delivery of the shares of Common Stock under the Program have been duly taken, and the related Common Stock, upon acquisition pursuant to the terms of the Program, and the related Preferred Share Purchase Rights, will be duly authorized, legally and validly issued, fully paid and nonassessable.

We are admitted to the Bar in the state of Illinois. We express no opinion as to the laws of any jurisdiction other than (i) the Indiana Business Corporation Law, (ii) the laws of the state of Illinois, and (iii) the federal laws of the United States which in each case in our experience are generally applicable to transactions of this type.

We hereby consent to all references to our Firm in the Registration Statement and to the filing of this opinion by the Company as an Exhibit to the Registration Statement.

Very truly yours,

/s/ McDermott, Will & Emery LLP

Consent of Independent Registered Public Accounting Firm

To the Board of Directors
Patrick Industries, Inc.
Elkhart, Indiana

We consent to the incorporation by reference in Registration Statement on Form S-8 of Patrick Industries, Inc. of our report dated April 2, 2007 relating to our audit of the consolidated financial statements, which appears in the Annual Report on Form 10-K of Patrick Industries, Inc. for the year ended December 31, 2006.

/s/ McGladrey & Pullen, LLP

McGLADREY & PULLEN, LLP

Elkhart, Indiana
August 24, 2007

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of Patrick Industries, Inc. on Form S-8 of our report dated April 23, 2007 (May 18, 2007 as to Note 13)(which report expresses an unqualified opinion and includes an explanatory paragraph referring to a restatement of 2005 and 2004 financial statements), relating to the consolidated financial statements of Adorn Holdings, Inc. as of December 31, 2006 and 2005 and for each of the three years in the period ended December 31, 2006, appearing in the Current Report on Form 8-K/A of Patrick Industries, Inc., dated July 5, 2007.

/s/ DELOITTE & TOUCHE LLP

Cleveland, Ohio
August 23, 2007