

HENRY SCHEIN INC  
Form 4  
February 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
DAVID LEONARD A

(Last) (First) (Middle)

C/O HENRY SCHEIN, INC., 135  
DURYEA ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HENRY SCHEIN INC [HSIC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Compliance Officer

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  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 02/24/2014                           |  | M                              |   | 3,657   | A  | \$ 51.23 24,277                                       |
| Common Stock, par value \$0.01 per share | 02/24/2014                           |  | S                              |   | 3,657   | D  | \$ 119.76 20,620<br><u>(1)</u>                        |
| Common Stock, par                        | 02/24/2014                           |  | M                              |   | 9,900   | A  | \$ 59.89 30,520                                       |

Edgar Filing: HENRY SCHEIN INC - Form 4

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/24/2014

S

9,900

D

\$  
119.89

20,620

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/24/2014

I

836

D

\$  
119.58

2,326

I

By 401(k)  
plan

Common  
Stock, par  
value  
\$0.01 per  
share

1,200

I

By spouse  
as trustee  
for child

Common  
Stock, par  
value  
\$0.01 per  
share

1,200

I

By spouse  
as trustee  
for child

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to                     | \$ 51.23   | 02/24/2014                           |  | M                              | 3,657   | <sup>(3)</sup> 03/05/2017                                | Common Stock, par value                                       | 3,657                         |

|  |          |            |   |       |                |            |  |
|--|----------|------------|---|-------|----------------|------------|--|
| Buy) <sup>(2)</sup>                        |          |            |   |       |                |            | \$0.01 per share                               |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 59.89 | 02/24/2014 | M | 9,900 | <sup>(4)</sup> | 03/03/2018 | Common Stock, par value \$0.01 per share 9,900 |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| DAVID LEONARD A<br>C/O HENRY SCHEIN, INC.<br>135 DURYE A ROAD<br>MELVILLE, NY 11747 | SVP, Chief Compliance Officer             |

### Signatures

|   |            |
|---|------------|
| /s/ Jennifer Ferrero (as Attorney-in-Fact for Leonard A. David) | 02/26/2014 |
| <u>        </u>   | Date       |
| <small>**Signature of Reporting Person</small>                  |            |

### 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).  
 The price reflects a weighted average of sales made at prices ranging from \$119.76 to \$119.79 per share. The Reporting Person, upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, will provide full information regarding the number of shares sold at each separate price for this transaction.
- (1) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended (now known as the 2013 Stock Incentive Plan).
- (2) The option vested in four equal installments on each of March 5, 2008, March 5, 2009, March 5, 2010 and March 5, 2011.
- (3) The option vests in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.
- (4) The option vests in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.

**Remarks:**

Exhibit 24 - Limited Power of Attorney

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.