#### HENRY SCHEIN INC

Form 4 March 03, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SULLIVAN LOUIS W

2. Issuer Name and Ticker or Trading Symbol

HENRY SCHEIN INC [HSIC]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Street)

(State)

02/27/2014

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director Officer (give title

10% Owner Other (specify

02/27/2014

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

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

MELVILLE, NY 11747

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V

Amount (D) Price

Common

Stock, par value \$0.01

per share

1,561 \$0 22,548

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation Plan Phantom Stock (2)	(3)	02/27/2014(2)		A	9,638 (4)	<u>(5)</u>	(5)	Common Stock, par value \$0.01 per share	9,638

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
SULLIVAN LOUIS W						
C/O HENRY SCHEIN, INC.	X					
135 DURYEA ROAD	Λ					
MELVILLE, NY 11747						

# **Signatures**

/s/ Louis W.
Sullivan

\*\*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).
- Grant of time-based restricted stock units pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended. Such restricted stock units will vest subject to (i) the passage of a specified period of time and (ii) the reporting person's continued performance of services for the Issuer.
- (2) This Form 4 includes the balance of the reporting person's phantom stock account under the Issuer's Non-Employee Director Deferred Compensation Plan (the "Plan"), representing exempt transactions under the Plan since the reporting person's initial participation therein.
- (3) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
- (4) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the Plan as of the date hereof based on the closing price of a share of the Issuer's common stock on February 27, 2014.
- (5) The balance in the reporting person's phantom stock account is distributed to the reporting person in Issuer common stock following the termination of the reporting person's directorship, the reporting person's death or disability or a change of control of the Issuer.

**(6)** 

Reporting Owners 2

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The number of shares of phantom stock credited to the reporting person's phantom stock account is determined by dividing the amount of deferred eligible director fees by the closing price of a share of Issuer common stock on each applicable award date.

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.