

HENRY SCHEIN INC

Form 4

December 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGMAN STANLEY M

(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)
12/09/2015

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)

Chairman, CEO

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	(A) or (D) Price			
Common Stock, par value \$0.01 per share	12/09/2015		S		6,589	D \$ 154.77 (1)	553,482	I	By Spouse (2)
Common Stock, par value \$0.01 per share	12/09/2015		S		4,510	D \$ 155.11 (3)	548,972	I	By Spouse (4)
Common Stock, par	12/09/2015		S		6,301	D \$ 157.44	542,671	I	By Spouse (6)

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value					(5)			
\$0.01 per share								
Common Stock, par value	12/09/2015	S	8,179	D	\$ 154.81	57,829	I	By Limited Liability Company
\$0.01 per share					(1)			(7)
Common Stock, par value	12/09/2015	S	3,485	D	\$ 155.11	54,344	I	By Limited Liability Company
\$0.01 per share					(8)			(7)
Common Stock, par value	12/09/2015	S	6,736	D	\$ 157.44	47,608	I	By Limited Liability Company
\$0.01 per share					(5)			(7)
Common Stock, par value	12/10/2015	S	11,000	D	\$ 154.84	531,671	I	By Spouse
\$0.01 per share					(9)			(10)
Common Stock, par value	12/10/2015	S	2,000	D	\$ 155.49	529,671	I	By Spouse
\$0.01 per share					(11)			(12)
Common Stock, par value	12/10/2015	S	11,050	D	\$ 154.83	36,558	I	By Limited Liability Company
\$0.01 per share					(13)			(7)
Common Stock, par value	12/10/2015	S	1,950	D	\$ 155.52	34,608	I	By Limited Liability Company
\$0.01 per share					(14)			(7)
Common Stock, par value	03/12/2015	G V	6,034	D	\$ 0 (15)	161,156	D	
\$0.01 per share								
Common Stock, par value	03/19/2015	G V	1,438	D	\$ 0 (15)	159,718	D	
value								

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\$0.01 per share								
Common Stock, par value	03/20/2015	G	V 252	D	\$ 0 <u>(15)</u>	159,466	D	
\$0.01 per share								
Common Stock, par value	04/06/2015	G	V 363	D	\$ 0 <u>(15)</u>	159,103	D	
\$0.01 per share								
Common Stock, par value	04/15/2015	G	V 182	D	\$ 0 <u>(15)</u>	158,921	D	
\$0.01 per share								
Common Stock, par value	05/13/2015	G	V 178	D	\$ 0 <u>(15)</u>	158,743	D	
\$0.01 per share								
Common Stock, par value	06/02/2015	G	V 175	D	\$ 0 <u>(15)</u>	158,568	D	
\$0.01 per share								
Common Stock, par value	06/08/2015	G	V 844	D	\$ 0 <u>(15)</u>	157,724	D	
\$0.01 per share								
Common Stock, par value	08/03/2015	G	V 2,160	D	\$ 0 <u>(15)</u>	155,564	D	
\$0.01 per share								
Common Stock, par value	08/03/2015	G	V 9,255	D	\$ 0 <u>(15)</u>	520,416	I	By Spouse <u>(16)</u>
\$0.01 per share								
Common Stock, par value	08/04/2015	G	V 1,038	D	\$ 0 <u>(15)</u>	154,526	D	
\$0.01 per								

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share

Common
Stock, par
value 08/11/2015
\$0.01 per
share

G V 360 D \$ 0 ⁽¹⁵⁾ 154,166 D

Common
Stock, par
value 09/18/2015
\$0.01 per
share

G V 195 D \$ 0 ⁽¹⁵⁾ 153,971 D

Common
Stock, par
value 10/13/2015
\$0.01 per
share

G V 386 D \$ 0 ⁽¹⁵⁾ 153,585 D

Common
Stock, par
value 11/17/2015
\$0.01 per
share

G V 659 D \$ 0 ⁽¹⁵⁾ 152,926 D

Common
Stock, par
value
\$0.01 per
share

4,391

I

by 401(k)
plan

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

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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)

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 Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747		X	Chairman, CEO	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Stanley M. Bergman)

12/11/2015

__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) The price reflects a weighted average of sales made at prices ranging from \$154.50 to \$155.04 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.

(2) Represents (i) 553,350 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

(3) The price reflects a weighted average of sales made at prices ranging from \$155.05 to \$155.35 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.

(4) Represents (i) 548,840 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

(5) The price reflects a weighted average of sales made at prices ranging from \$157.00 to \$157.91 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.

(6) Represents (i) 542,539 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

(7) Represents shares held by a limited liability company. Stanley M. Bergman and Marion Bergman, Mr. Bergman's wife, each have voting and dispositive power with respect to the shares held by the limited liability company. Mr. and Mrs. Bergman disclaim beneficial ownership of the shares held by the limited liability company.

(8) The price reflects a weighted average of sales made at prices ranging from \$155.05 to \$155.38 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.

(9) The price reflects a weighted average of sales made at prices ranging from \$154.35 to \$155.30 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.

(10) Represents (i) 531,539 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

(11) The price reflects a weighted average of sales made at prices ranging from \$155.31 to \$155.83 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.

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- (12) Represents (i) 529,539 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

- The price reflects a weighted average of sales made at prices ranging from \$154.36 to \$155.30 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.

- The price reflects a weighted average of sales made at prices ranging from \$155.34 to \$155.65 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.

- (15) Gift, not applicable.

- Represents (i) 520,284 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman. On August 3, 2015, the Bergman Family Trust 2 transferred 9,255 shares to Mrs. Bergman which is reflected in the number in Column 5 of this line item.

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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