

BERGMAN STANLEY M
Form 4
December 06, 2012

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

OMB APPROVAL
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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 *
BERGMAN STANLEY M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 12/04/2012 | | M | | 33,067 A \$ 47.31 | 185,830 | D |
| Common Stock, par value \$0.01 per share | 12/04/2012 | | S | | 33,067 D \$ 80.62 (1) | 152,763 | D |
| Common Stock, par value \$0.01 per share | 12/04/2012 | | M | | 37,518 A \$ 51.23 | 190,281 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|----------|---|---------------------------|---------|---|-----------------------------|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value | 12/04/2012 | S | 37,518 | D | \$ 80.62 <u>(1)</u> | 152,763 | D | |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 12/04/2012 | M | 46,012 | A | \$ 59.89 | 198,775 | D | |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 12/04/2012 | S | 46,012 | D | \$ 80.62 <u>(1)</u> | 152,763 | D | |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 12/05/2012 | S | 61,799 | D | \$ 80.12 <u>(2)</u> | 833,271 | I | By Spouse <u>(3)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 12/05/2012 | S | 701 | D | \$ 80.73 <u>(4)</u> | 832,570 | I | By Spouse <u>(5)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 04/10/2012 | G | V 740 | D | \$ 0 <u>(6)</u> | 831,830 | I | By Spouse <u>(7)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 04/20/2012 | G | V 350 | D | \$ 0 <u>(6)</u> | 831,480 | I | By Spouse <u>(8)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 04/23/2012 | G | V 12,500 | D | \$ 0 <u>(6)</u> | 818,980 | I | By Spouse <u>(9)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 05/18/2012 | G | V 679 | D | \$ 0 <u>(6)</u> | 818,301 | I | By Spouse <u>(10)</u> |

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| | | | | | | | | | |
|---|------------|---|---|---------|---|----------------------|---------|---|---------------------------|
| \$0.01 per share Common Stock, par value \$0.01 per share | 08/09/2012 | G | V | 350 | D | \$ 0 ⁽⁶⁾ | 817,951 | I | By Spouse ⁽¹¹⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 08/15/2012 | G | V | 3,000 | D | \$ 0 ⁽⁶⁾ | 814,951 | I | By Spouse ⁽¹²⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 09/17/2012 | G | V | 330 | D | \$ 0 ⁽⁶⁾ | 814,621 | I | By Spouse ⁽¹³⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 10/02/2012 | G | V | 330 | D | \$ 0 ⁽⁶⁾ | 814,291 | I | By Spouse ⁽¹⁴⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 11/13/2012 | G | V | 2,020 | D | \$ 0 ⁽¹⁵⁾ | 812,271 | I | By Spouse ⁽¹⁵⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 11/15/2012 | G | V | 1,995 | D | \$ 0 ⁽⁶⁾ | 810,276 | I | By Spouse ⁽¹⁶⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 11/16/2012 | G | V | 665 | D | \$ 0 ⁽⁶⁾ | 809,611 | I | By Spouse ⁽¹⁷⁾ |
| \$0.01 per share Common Stock, par value \$0.01 per share | 11/29/2012 | G | V | 129,236 | D | \$ 0 ⁽¹⁸⁾ | 680,375 | I | By Spouse ⁽¹⁸⁾ |
| \$0.01 per share Common Stock, par value | | | | | | | 10,000 | I | By Trust ⁽¹⁹⁾ |

share

Common
Stock, par
value
\$0.01 per
share

4,417

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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(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 Buy) ⁽²⁰⁾ | \$ 47.31 | 12/04/2012 | | M | 33,067 | ⁽²¹⁾ 03/02/2016 | Common Stock, par value \$0.01 per share | 33,067 |
| Stock Option (Right to Buy) ⁽²⁰⁾ | \$ 51.23 | 12/04/2012 | | M | 37,518 | ⁽²²⁾ 03/05/2017 | Common Stock, par value \$0.01 per share | 37,518 |
| Stock Option (Right to Buy) ⁽²⁰⁾ | \$ 59.89 | 12/04/2012 | | M | 46,012 | ⁽²³⁾ 03/03/2018 | Common Stock, par value \$0.01 per share | 46,012 |

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/ Stanley M.
Bergman

12/06/2012

__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 \$80.40 to \$80.85 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) The price reflects a weighted average of sales made at prices ranging from \$79.67 to \$80.66 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.

(3) Represents (i) 804,813 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) 28,458 shares held by Mrs. Bergman. The number of shares reported in the prior sentence reflects (i) a distribution of 5,400 shares made by the Bergman Family 2010 Trust 2 to Mrs. Bergman on April 10, 2012, (ii) a distribution of 12,500 shares made by the Bergman Family 2010 Trust 2 to Mrs. Bergman on April 23, 2012 and (iii) a distribution of 10,000 shares made by the Bergman Family 2010 Trust 2 to Mrs. Bergman on November 13, 2012.

(4) The price reflects a weighted average of sales made at prices ranging from \$80.69 to \$80.79 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.

(5) Represents (i) 804,112 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) 28,458 shares held by Mrs. Bergman.

(6) Gift, not applicable.

(7) Represents (i) 804,112 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) 27,718 shares held by Mrs. Bergman.

(8) Represents (i) 804,112 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) 27,368 shares held by Mrs. Bergman.

(9) Represents (i) 804,112 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) 14,868 shares held by Mrs. Bergman.

(10) Represents (i) 804,112 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) 14,189 shares held by Mrs. Bergman.

(11) Represents (i) 804,112 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) 13,839 shares held by Mrs. Bergman.

(12) Represents (i) 804,112 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) 10,839 shares held by Mrs. Bergman.

(13) Represents (i) 804,112 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) 10,509 shares held by Mrs. Bergman.

(14) Represents (i) 804,112 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) 10,179 shares held by Mrs. Bergman.

(15) Represents (i) 804,112 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) 8,159 shares held by Mrs. Bergman.

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- (16) Represents (i) 804,112 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) 6,164 shares held by Mrs. Bergman.
- (17) Represents (i) 804,112 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) 5,499 shares held by Mrs. Bergman.
- (18) Represents (i) 675,866 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) 4,509 shares held by Mrs. Bergman.
- (19) Represents 10,000 shares held by the Edward J. Bergman 2010 Trust for the benefit of one of Mr. Bergman's children and of which Mr. Bergman is the sole trustee.
- (20) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
- (21) The option vests in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.
- (22) The option vests in four equal installments on each of March 5, 2008, March 5, 2009, March 5, 2010 and March 5, 2011.
- (23) The option vests in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.

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.