

HENRY SCHEIN INC
Form 4
March 11, 2014

FORM 4

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

OMB APPROVAL

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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)

03/07/2014

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 (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 03/07/2014 | | A | | 89 ⁽¹⁾ | A | \$ 0 24,077 D |
| Common Stock, par value \$0.01 per share | 03/07/2014 | | F | | 1,943 ⁽²⁾ | D | \$ 119.77 22,134 D |
| Common Stock, par | 03/10/2014 | | F | | 1,030 ⁽³⁾ | D | \$ 120.17 21,104 D |

value
\$0.01 per
share

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

Common
Stock, par
value
\$0.01 per
share

2,325 I

by 401(k)
plan

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.

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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. 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 of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

DAVID LEONARD A
C/O HENRY SCHEIN, INC.
135 DURYE A ROAD
MELVILLE, NY 11747

SVP, Chief Compliance Officer

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Leonard A.
David)

03/11/2014

__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) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 2013 Stock Incentive Plan, as may be amended from time to time (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan) that vested on March 7, 2014 in connection with exceeding the performance target with respect to the reporting person's March 9, 2011 grant of performance-based restricted stock units. (Actual vesting date of March 9, 2014 was a non-business day so vesting occurred on the preceding business day.)

(2) Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 9, 2011 grant of performance-based restricted stock units. (Actual vesting date of March 9, 2014 was a non-business day so vesting occurred on the preceding business day.)

(3) Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 10, 2010 grant of time-based restricted stock units.

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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