

HENRY SCHEIN INC

Form 4

March 11, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Minowitz Robert

(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
__X__ Officer (give title below) ____ Other (specify
below)

President, Int'l Dental Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, par value \$0.01 per share	03/07/2014		A	77 ⁽¹⁾	A \$ 0	34,166	D
Common Stock, par value \$0.01 per share	03/07/2014		F	1,225 ⁽²⁾	D \$ 119.77	32,941	D
Common Stock, par	03/10/2014		F	907 ⁽³⁾	D \$	32,034	D
					120.17		

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/10/2014

M

7,275

A

\$ 47.31

39,309

D

Common
Stock, par
value
\$0.01 per
share

03/10/2014

S

7,275

D

\$
119.98
(4)

32,034

D

Common
Stock, par
value
\$0.01 per
share

03/10/2014

S

4,278

D

\$
119.99
(5)

27,756

D

Common
Stock, par
value
\$0.01 per
share

120

I

By
children

Common
Stock, par
value
\$0.01 per
share

3,127

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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Stock							Common	
Option	\$ 47.31	03/10/2014	M	7,275	(7)	03/02/2016	Stock, par	7,275
(Right to							value	
Buy) (6)							\$0.01 per	
							share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Minowitz Robert C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747			President, Int'l Dental Group	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Robert Minowitz)

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.

(4) The price reflects a weighted average of sales made at prices ranging from \$119.74 to \$120.24 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) The price reflects a weighted average of sales made at prices ranging from \$119.75 to \$120.21 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) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended (now known as the Issuer's 2013 Stock Incentive Plan).

(7) The option vested in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

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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