

HENRY SCHEIN INC
Form 4
March 03, 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 *
BENJAMIN GERALD A

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY 11783

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014

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)
EVP, Chief Admin. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/27/2014		A		8,421 (1)	A	\$ 0 75,308
Common Stock, par value \$0.01 per share					2,893	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

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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 or Value of Underlying Securities (Instr. 3 and 4)
SERP Phantom Stock ⁽²⁾	⁽³⁾	02/27/2014 ⁽²⁾		A	3,619 ⁽⁴⁾	⁽⁵⁾ ⁽⁵⁾	Common Stock, par value \$0.01 per share	3,619 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENJAMIN GERALD A C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11783	X		EVP, Chief Admin. Officer	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Gerald A. Benjamin) 03/03/2014

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) Grant of restricted stock units (RSUs) pursuant to the Issuer's 2013 Stock Incentive Plan. 65% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for the Issuer. 35% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued performance of services for the Issuer. With respect to the performance-based RSUs, if the continued service requirement is satisfied and achievement of the performance goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below

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100% of target (i.e., shortfall).

- This Form 4 includes the reporting person's balance in the Issuer's Supplemental Executive Retirement Plan ("SERP") that is
- (2) hypothetically invested in the Issuer's stock fund, representing exempt transactions in the SERP since the reporting person's initial participation therein.

- The investment return on contributions in the SERP is generally equal to the earnings and losses that would occur if 100% of the contributions were invested, as directed by the reporting person, among the investment alternatives available under the plan (including the
- (3) Issuer's stock fund). The reporting person may change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time. Vested balances in the SERP are cash-settled only.

- (4) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the SERP as of the date hereof based on the closing price of a share of the Issuer's common stock on February 27, 2014.

- The vested balance in the reporting person's SERP account is payable in cash only following the six-month anniversary of a termination of employment or within 30 days following a change in control of the Issuer. Subject to the terms of the SERP, the reporting person may
- (5) change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time.

- (6) The number of shares of phantom stock allocated to the reporting person under the SERP is determined by dividing the amount of deferred eligible director compensation by the closing price of a share of Issuer common stock on each applicable award date.

Remarks:

Exhibit 24 - Limited Power of Attorney

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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