HENRY SCHEIN INC

Form 4

November 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHEWS NORMAN S

2. Issuer Name and Ticker or Trading Symbol

HENRY SCHEIN INC [HSIC]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/14/2014

(Check all applicable)

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

(Street)

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

_X__ Director _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MELVILLE, NY 11747

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount		Price	(Instr. 3 and 4)		
Stock, par value \$0.01 per share	11/14/2014		M	7,540	A	\$ 51.23	30,883	D	
Common Stock, par value \$0.01 per share	11/14/2014		S	7,051	D	\$ 128.86 (1)	23,832	D	
Common Stock, par	11/14/2014		S	489	D	\$ 129.75	23,343	D	

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value \$0.01 per share					(2)			
Common Stock, par value \$0.01 per share	11/14/2014	M	7,898	A	\$ 59.89	31,241	D	
Common Stock, par value \$0.01 per share	11/14/2014	S	6,598	D	\$ 129.39 (3)	24,643	D	
Common Stock, par value \$0.01 per share	11/14/2014	S	1,300	D	\$ 130.16 (4)	23,343	D	
Common Stock, par value \$0.01 per share						9,400	I	By Trustees

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Optrion Right to	\$ 51.23	11/14/2014		M		7,540	<u>(7)</u>	03/05/2017	Common Stock, par value	7,540

8. I De Sec (In

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Buy <u>(6)</u>							\$0.01 per share	
Stock Option Right to Buy (6)	\$ 59.89	11/14/2014	М	7,898	<u>(8)</u>	03/03/2018	Common Stock, par value \$0.01 per	7,898

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MATTHEWS NORMAN S
C/O HENRY SCHEIN, INC.
135 DURYEA ROAD
MELVILLE, NY 11747

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Norman S.

Matthews)

11/18/2014

**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).
- The price reflects a weighted average of sales made at prices ranging from \$128.67 to \$129.51 per share. The Reporting Person, upon (1) 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 \$129.69 to \$129.80 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 \$129.09 to \$130.07 per share. The Reporting Person, upon (3) 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 \$130.10 to \$130.26 per share. The Reporting Person, upon (4) 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 shares held by Norman S. Matthews' wife, and Peter Banks as trustees of a trust for the benefit of Mr. Matthews' wife.
- (6) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended.
- (7) The option vested in four equal installments on each of March 5, 2008, March 5, 2009, March 5, 2010 and March 5, 2011.
- (8) 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.

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