

HENRY SCHEIN INC  
Form 4  
March 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MATTHEWS NORMAN S**

(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)  
**03/13/2015**

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	03/13/2015		S	8,700 D \$ 136.01 (1)	700	I	By Trustees (2)
Common Stock, par value \$0.01 per share	03/13/2015		S	500 D \$ 137.06 (3)	200	I	By Trustees (2)
Common Stock, par					21,352	D	

value  
\$0.01 per  
share

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

## Signatures

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

03/16/2015

\_\_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 \$135.67 to \$136.57 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.

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- (2) Represents shares held by Norman S. Matthews' wife and Peter Banks as trustees of a trust for the benefit of Mr. Matthews' wife.

The price reflects a weighted average of sales made at prices ranging from \$137.05 to \$137.06 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.

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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