

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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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 *
KABAT DONALD J

(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)

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	02/27/2014		A	(1)	1,561	\$ 0	12,159	D
Common Stock, par value \$0.01 per share						1,000		I
							By Trustees (2)	

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

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- (4) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
- (5) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the Plan as of the date hereof based on the closing price of a share of the Issuer's common stock on February 27, 2014.
- (6) The balance in the reporting person's phantom stock account is distributed to the reporting person in Issuer common stock following the termination of the reporting person's directorship, the reporting person's death or disability or a change of control of the Issuer.
- (7) The number of shares of phantom stock credited to the reporting person's phantom stock account is determined by dividing the amount of deferred eligible director fees by the closing price of a share of Issuer common stock on each applicable award date.

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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