

HENRY SCHEIN INC
Form 4
November 10, 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 *
MLOTEK MARK E

(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)
11/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Strategic 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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	11/07/2014		M		4,824 A \$ 59.89	60,202	D
Common Stock, par value \$0.01 per share	11/07/2014		S		4,824 D \$ 128.76 ⁽¹⁾	55,378	D
Common Stock, par	11/07/2014		S		1,438 D \$ 128.73	53,940	D

value
\$0.01 per
share

Common
Stock, par
value 09/09/2014
\$0.01 per
share

G V 965 D \$ 0 ⁽²⁾ 52,975 D

Common
Stock, par
value
\$0.01 per
share

2,047 ⁽³⁾ 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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(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. Title and Amount of Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁴⁾	\$ 59.89	11/07/2014		M	4,824	⁽⁵⁾ 03/03/2018	Common Stock, par value \$0.01 per share	4,824	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MLOTEK MARK E C/O HENRY SCHEIN, INC.	X		EVP, Chief Strategic Officer	

135 DURYE A ROAD
MELVILLE, NY 11747

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Mark E.
Mlotek)

11/10/2014

__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 \$128.73 to \$128.76 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.
- (2) Gift, not applicable.
- (3) The reporting person no longer has a reportable beneficial interest in the shares of the issuer's common stock owned by his children and included in the reporting person's prior ownership reports.
- (4) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended (now known as the Issuer's 2013 Stock Incentive Plan).
- (5) 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.

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