

HENRY SCHEIN INC

Form 4

March 21, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RACIOPPI MICHAEL**

(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)  
**03/20/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP Chief Merchandising Offic.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock, par value \$0.01 per share	03/20/2017		M	1,439 A	\$ 59.89 33,057	D	
Common Stock, par value \$0.01 per share	03/20/2017		S	1,439 D	\$ (1) 171.62 31,618	D	
Common Stock, par	03/20/2017		S	8,530 D	\$ 171.7 23,088 (2)	D	

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

297

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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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. 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 Option Right to Buy <sup>(3)</sup>	\$ 59.89	03/20/2017		M	1,439	<u>(4)</u>	03/03/2018	Common Stock, par value \$0.01 per share	1,439	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RACIOPPI MICHAEL C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747			SVP Chief Merchandising Offic.	

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-fact for Michael Racioppi)

03/21/2017

\_\_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 \$171.59 to \$171.64 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 \$171.50 to \$171.86 per share. The Reporting Person, upon  
(2) 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.  
  
(3) Acquired pursuant to the Issuer's 2013 Stock Incentive Plan, as amended (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan).  
  
(4) 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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