

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 *
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)
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)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/27/2014		A		1,561 (1)	A	\$ 0
Common Stock, par value \$0.01 per share					9,400	I	By Trustees (2)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation Plan Phantom Stock ⁽³⁾	⁽⁴⁾	02/27/2014 ⁽³⁾		A	15,518 ⁽⁵⁾	⁽⁶⁾	⁽⁶⁾	Common Stock, par value \$0.01 per share	15,518 ⁽⁵⁾

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) 03/03/2014

**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).
- (1) Grant of time-based restricted stock units pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended. Such restricted stock units will vest subject to (i) the passage of a specified period of time and (ii) the reporting person's continued performance of services for the Issuer.
 - (2) Represents shares held by Norman S. Matthews' wife, and Peter Banks as trustees of a trust for the benefit of Mr. Matthews' wife.
 - (3) This Form 4 includes the balance of the reporting person's phantom stock account under the Issuer's Non-Employee Director Deferred Compensation Plan (the "Plan"), representing exempt transactions under the Plan since the reporting person's initial participation therein.
 - (4) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
 - (5)

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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.

Remarks:

Exhibit 24 - Limited Power of Attorney

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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