

HENRY SCHEIN INC
Form 4
March 12, 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 *
BRESLAWSKI JAMES P

(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)
03/11/2014

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)
Pres., HSI & CEO Global Dental

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 or Price		
Common Stock, par value \$0.01 per share	03/11/2014		M		30,996 A \$ 51.23	152,069	D
Common Stock, par value \$0.01 per share	03/11/2014		S		28,966 D \$ 119.31	123,103	D
Common Stock, par value \$0.01 per share	03/11/2014		S		2,000 D \$ 120.08	121,103	D

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value \$0.01 per share					(2)				
Common Stock, par value \$0.01 per share	03/11/2014		M	34,509	A	\$ 59.89	155,612	D	
Common Stock, par value \$0.01 per share	03/11/2014		S	32,509	D	\$ 119.3 (3)	123,103	D	
Common Stock, par value \$0.01 per share	03/11/2014		S	2,000	D	\$ 120.08 (4)	121,103	D	
Common Stock, par value \$0.01 per share	03/11/2014		S	6,867	D	\$ 119.31 (5)	114,236	D	
Common Stock, par value \$0.01 per share	03/11/2014		S	300	D	\$ 120.1 (6)	113,936	D	
Common Stock, par value \$0.01 per share							3,457	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(Instr. 3, 4, and 5)				
Stock Option (Right to Buy) ⁽⁷⁾	\$ 51.23	03/11/2014	M		30,966	⁽⁸⁾	03/05/2017	Common Stock, par value \$0.01 per share	30,966	
Stock Option (Right to Buy) ⁽⁷⁾	\$ 59.89	03/11/2014	M		34,509	⁽⁹⁾	03/03/2018	Common Stock, par value \$0.01 per share	34,509	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRESLAWSKI JAMES P C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747	X		Pres., HSI & CEO Global Dental	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for James P. Breslawski) 03/12/2014

 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) The price reflects a weighted average of sales made at prices ranging from \$119.01 to \$119.91 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.

(2) The price reflects a weighted average of sales made at prices ranging from \$120.02 to \$120.10 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.

(3) The price reflects a weighted average of sales made at prices ranging from \$119.00 to \$119.91 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.

(4) The price reflects a weighted average of sales made at prices ranging from \$120.02 to \$120.13 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.

(5)

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The price reflects a weighted average of sales made at prices ranging from \$119.05 to \$120.01 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.

- (6) The price reflects a weighted average of sales made at prices ranging from \$120.09 to \$120.10 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.
- (7) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended (now known as the Issuer's 2013 Stock Incentive Plan).
- (8) The option vested in four equal installments on each of March 5, 2008, March 5, 2009, March 5, 2010 and March 5, 2011.
- (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.