

HENRY SCHEIN INC

Form 4

March 03, 2014

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harding James A.

(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
X Officer (give title ____ Other (specify
below) below)

SVP, Chief Technology Officer

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	02/27/2014		A	6,316 (1)	A \$ 0 58,098	D	
Common Stock, par value \$0.01 per share					1,020	I	As trustee of trusts for the benefit of his children
Common Stock, par					899	I	By 401(k) plan

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value \$0.01
per share

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 (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. Price or Value of Derivative Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
SERP Phantom Stock ⁽²⁾	⁽³⁾	02/27/2014 ⁽²⁾		A	1,409 ⁽⁴⁾	⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share
								1,409 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harding James A. C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	SVP, Chief Technology Officer

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for James A. Harding)

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 restricted stock units (RSUs) pursuant to the Issuer's 2013 Stock Incentive Plan. 65% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for the Issuer. 35% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued performance of services for the Issuer. With respect to the performance-based RSUs, if the continued service requirement is satisfied and achievement of the performance goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below 100% of target (i.e., shortfall).

(2) This Form 4 includes the reporting person's balance in the Issuer's Supplemental Executive Retirement Plan ("SERP") that is hypothetically invested in the Issuer's stock fund, representing exempt transactions in the SERP since the reporting person's initial participation therein.

(3) The investment return on contributions in the SERP is generally equal to the earnings and losses that would occur if 100% of the contributions were invested, as directed by the reporting person, among the investment alternatives available under the plan (including the Issuer's stock fund). The reporting person may change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time. Vested balances in the SERP are cash-settled only.

(4) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the SERP as of the date hereof based on the closing price of a share of the Issuer's common stock on February 27, 2014.

(5) The vested balance in the reporting person's SERP account is payable in cash only following the six-month anniversary of a termination of employment or within 30 days following a change in control of the Issuer. Subject to the terms of the SERP, the reporting person may change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time.

(6) The number of shares of phantom stock allocated to the reporting person under the SERP is determined by dividing the amount of deferred eligible director compensation 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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