

HENRY SCHEIN INC

Form 4

February 23, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rose Paul

(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)

02/22/2017

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, Global Supply Chain

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	02/22/2017		M	5,394	A \$ 59.89	24,674	D
Common Stock, par value \$0.01 per share	02/22/2017		S	5,394	D \$ (1) 173.28	19,280	D
Common Stock, par	02/22/2017		S	1,427	D \$ 173.1 (2)	17,853	D

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

811

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 <u>(3)</u>	\$ 59.89	02/22/2017		M	5,394	<u>(4)</u>	03/03/2018	Common Stock, par value \$0.01 per share	5,394	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rose Paul C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747			SVP, Global Supply Chain	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Paul
Rose)

02/23/2017

__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 \$172.710 to \$173.685 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 \$172.710 to \$173.420 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 1994 Stock Incentive Plan, as amended (now known as the Henry Schein, Inc. 2013 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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