

HENRY SCHEIN INC  
Form 4  
March 03, 2016

**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 \*  
BERGMAN STANLEY M

(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)  
03/01/2016

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)  
Chairman, CEO

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  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.01 per share | 01/07/2016                           |  | G                              | V   | 467   | D  | \$ 0 <sup>(1)</sup>                        |
| Common Stock, par value \$0.01 per share | 01/13/2016                           |  | G                              | V   | 171   | D  | \$ 0 <sup>(1)</sup>                        |
| Common Stock, par                        | 02/11/2016                           |  | G                              | V   | 172   | D  | \$ 0 <sup>(1)</sup>                        |
|  |                                      |  |                                |   |   |  | 152,459                                    |
|  |                                      |  |                                |   |   |  | 152,288                                    |
|  |                                      |  |                                |   |   |  | 152,116                                    |

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|  |            |  |        |   |                      |                |         |   |  |
|--|------------|--|--------|---|----------------------|----------------|---------|---|--|
| value<br>\$0.01 per<br>share                         |            |  |        |   |                      |                |         |   |  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/25/2016 |  | G V 10 | D | \$ 0 <sup>(1)</sup>  | 152,106        | D       |   |  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/01/2016 |  | D      |   | 1,042                | D \$ 0         | 151,064 | D |  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/01/2016 |  | F      |   | 15,126<br><u>(2)</u> | D \$<br>170.16 | 135,938 | D |  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |  |        |   |                      |                | 520,416 | I | By<br>Spouse <sup>(3)</sup>                      |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |  |        |   |                      |                | 34,608  | I | By<br>Limited<br>Liability<br>Co. <sup>(4)</sup> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |  |        |   |                      |                | 4,409   | I | By 401(k)<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| BERGMAN STANLEY M<br>C/O HENRY SCHEIN, INC.<br>135 DURYE A ROAD<br>MELVILLE, NY 11747 | X             |           | Chairman, CEO |       |

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Stanley M. Bergman)

03/03/2016

\*\*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) Gift, not applicable.

(2) Represents the surrender of shares to the Issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 1, 2013 grant of performance-based restricted stock units.

(3) Represents (i) 520,284 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 132 shares held by Mrs. Bergman.

(4) Represents shares held by a limited liability company. Stanley M. Bergman and Marion Bergman, Mr. Bergman's wife, each have voting and dispositive power with respect to the shares held by the limited liability company. Mr. and Mrs. Bergman disclaim beneficial ownership of the shares held by the limited liability company.

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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