HENRY SCHEIN INC

Form 4 March 03, 2014

FORM 4

#### **OMB APPROVAL**

3235-0287

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**OMB** 

Number:

response...

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to

(Middle)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

Section 16.

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

1(b).

(Last)

**DURYEA ROAD** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* Minowitz Robert

(First)

C/O HENRY SCHEIN, INC., 135

2. Issuer Name and Ticker or Trading Symbol

### HENRY SCHEIN INC [HSIC]

(Month/Day/Year) 02/27/2014

Filed(Month/Day/Year)

3. Date of Earliest Transaction

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify \_X\_\_ Officer (give title below) President, Int'l Dental Group

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(Street)

MELVILLE, NY 11747

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
• •			Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiciany Owned

							. / .	· 1	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Security on Acquired Disposed (Instr. 3,	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	02/27/2014		A	8,421 (1)	A	\$ 0	34,089	D	
Common Stock, par value \$0.01 per share							120	I	By children
Common Stock, par value \$0.01 per share							3,127	I	By 401(k) plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Code	Transaction Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SERP Phantom Stock (2)	(3)	02/27/2014(2)		A	1,400 (4)	<u>(5)</u>	(5)	Common Stock, par value \$0.01 per share	(4)	<u>(6</u>

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Minowitz Robert C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747

President, Int'l Dental Group

Date

# **Signatures**

/s/ Jennifer Ferrero (as Attorney-in-Fact for Robert Minowitz) 03/03/2014

\*\*Signature of Reporting Person

# **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

Reporting Owners 2

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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).

- This Form 4 includes the reporting person's balance in the Issuer's Supplemental Executive Retirement Plan ("SERP") that is

  (2) hypothetically invested in the Issuer's stock fund, representing exempt transactions in the SERP since the reporting person's initial participation therein.
- 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.
- The vested balance in the reporting person's SERP account is payable in cash only following the six-month anniverary 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. 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.