

HENRY SCHEIN INC  
Form 4  
March 11, 2013

**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 \*  
**KOMAROFF STANLEY**

(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)  
**03/07/2013**

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)  
Senior Advisor

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock, par value \$0.01 per share | 03/07/2013                           |  | M                              |   | 3,818 A \$ 47.31  | 82,816   | D   |
| Common Stock, par value \$0.01 per share | 03/07/2013                           |  | S                              |   | 3,818 D \$ 89.39 (1)  | 78,998   | D   |
| Common Stock, par value \$0.01 per share | 03/07/2013                           |  | S                              |   | 14,679 D \$ 89.39 (2)   | 64,319   | D   |

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|   |            |   |                     |   |             |        |   |                   |
|---|------------|---|---------------------|---|-------------|--------|---|-------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/08/2013 | A | <u>3,932</u><br>(3) | A | \$ 0        | 68,251 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/08/2013 | F | <u>8,455</u><br>(4) | D | \$<br>90.32 | 59,796 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share |            |   |                     |   |             | 392    | 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<br>Security | 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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 47.31   | 03/07/2013                              |   | M                                    | 3,818   | <u>(6)</u><br>03/02/2016                                       | Common<br>Stock, par<br>value<br>\$0.01 per<br>share                | 3,818                                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |                |
|---|---------------|-----------|---------|----------------|
|   | Director      | 10% Owner | Officer | Other          |
| KOMAROFF STANLEY<br>C/O HENRY SCHEIN, INC.<br>135 DURYEA ROAD |               |           |         | Senior Advisor |

MELVILLE, NY 11747

## Signatures

Stanley  
Komaroff

03/11/2013

\_\_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 \$89.14 to \$89.86 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 \$89.14 to \$89.84 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) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on March 8, 2013 in connection with exceeding the performance target with respect to the reporting person's March 10, 2010 grant of performance-based restricted stock. (Actual vesting date of March 10, 2013 was a non-business day so vesting occurred on the preceding business day.)
  - (4) 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 9, 2009 grant of time-based restricted stock and March 10, 2010 grant of performance-based restricted stock, each of which vested on March 8, 2013. (Actual vesting dates were non-business days so vesting occurred on the preceding business day.)
  - (5) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
  - (6) The option vested in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

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.