

Harding James A.
Form 4
March 12, 2013

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 *
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)

03/08/2013

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 below) ____ Other (specify
below)

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/08/2013		A	2,949 (1)	A \$ 0	56,736	D
Common Stock, par value \$0.01 per share	03/08/2013		F	4,954 (2)	D \$ 90.32	51,782	D
Common Stock, par value \$0.01 per share	03/08/2013		M	456	A \$ 35.49	52,238	D

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Common Stock, par value \$0.01 per share	03/08/2013	S	456	D	\$ 90.26	51,782	D
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Common Stock, par value \$0.01 per share	03/08/2013	M	6,000	A	\$ 39.43	57,782	D
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Common Stock, par value \$0.01 per share	03/08/2013	S	6,000	D	\$ <u>(3)</u>	51,782	D
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Common Stock, par value \$0.01 per share						1,020	I	as Trustee of trusts for he benefit of his children
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Common Stock, par value \$0.01 per share						832	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.

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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 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. Derivative Securities (Instr. 3 and 4)
Stock Option (Right to Buy) ⁽⁴⁾	\$ 35.49	03/08/2013		M	456	⁽⁵⁾ 02/18/2014	Common Stock, par value \$0.01 per	Amount or Number of Shares 456

Stock								share
Option	\$ 39.43	03/08/2013	M	6,000	<u>(6)</u>	03/09/2015	Common	
(Right to							Stock, par	6,000
Buy) <u>(4)</u>							value	
							\$0.01 per	
							share	

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			Chief Technology Officer	

Signatures

/s/ James A.

Harding 03/12/2013

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) 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.)

(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 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.)

(3) The price reflects a weighted average of sales made at prices ranging from \$90.21 to \$90.26 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.

(4) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.

(5) The option vests in four equal installments on each of February 18, 2005, February 18, 2006, February 18, 2007 and February 18, 2008.

(6) The option vested in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.

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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