

Ettinger Michael S
Form 3
May 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Ettinger Michael S
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/13/2013

3. Issuer Name and Ticker or Trading Symbol
HENRY SCHEIN INC [HSIC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
SVP, General Counsel, Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

C/O HENRY SCHEIN,
INC., 135 DURYEA ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share ⁽¹⁾ 29,455 ⁽²⁾

D

Common Stock, par value \$0.01 per share 400

I

As trustee of trusts for the benefit of his children

Common Stock, par value \$0.01 per share 105

I

By 401(k) plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	03/03/2018	Common Stock, par value \$0.01 per share	14,378	\$ 59.89
				D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ettinger Michael S C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	Â	Â	Â SVP, General Counsel, Sec.	Â

Signatures

/s/ Michael S.
Ettinger

05/23/2013

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Acquired pursuant to the Issuer's 2013 Stock Incentive Plan, as amended (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan).

Includes (i) 6,667 shares, (ii) 13,180 shares of time-based restricted stock/units (RS) to vest subject to (x) passage of a specified periods of time and (y) reporting person's continued performance of services for the Issuer and (iii) 9,608 shares of performance-based RS to vest subject to (x) Issuer's achievement of a specified perf. goal(s) and (y) reporting person's continued performance of services for the Issuer.

(2) With respect to the perf.-based RS, if the continued service requirement is satisfied and achievement of the perf. goal(s) (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the perf. goal(s) 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 perf. goal(s) achieved that is below 100% of target (i.e. shortfall).

(3) The option vested 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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