

HENRY SCHEIN INC
Form 4
May 26, 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)
05/25/2016

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 03/11/2016 | | G | V | 7,795 | D | \$ 0 (1) |
| Common Stock, par value \$0.01 per share | 04/01/2016 | | G | V | 40 | D | \$ 0 (1) |
| Common Stock, par value \$0.01 per share | 04/04/2016 | | G | V | 300 | D | \$ 0 (1) |

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| | | | | | | | | | |
|--|------------|---|---|----------------------|---|--------------------|---------|---|------------------------------|
| Common Stock, par value \$0.01 per share | 05/06/2016 | G | V | 147 | D | <u>\$ 0</u> (1) | 148,493 | D | |
| Common Stock, par value \$0.01 per share | 05/09/2016 | G | V | 3,092 | D | <u>\$ 0</u> (1) | 145,401 | D | |
| Common Stock, par value \$0.01 per share | 05/11/2016 | G | V | 326 | D | <u>\$ 0</u> (1) | 145,075 | D | |
| Common Stock, par value \$0.01 per share | 05/25/2016 | A | | <u>29,323</u> (2) | A | \$ 0 | 174,398 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | 520,416 | I | By Spouse (3) |
| Common Stock, par value \$0.01 per share | | | | | | | 34,608 | I | By Limited Liability Co. (4) |
| Common Stock, par value \$0.01 per share | | | | | | | 4,412 | I | By 401(k) plan |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

Reporting Owners

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

Signatures

| | |
|---|------------|
| /s/ Jennifer Ferrero (as Attorney-in-Fact for Stanley M. Bergman) | 05/26/2016 |
| **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.

Grant of restricted stock units (RSUs) pursuant to the Issuer's 2013 Stock Incentive Plan. Subject to certain exceptions, (i) 50% will vest subject to (x) Issuer's achievement of a specified perf. goal and (y) reporting person's continued performance of services for the Issuer, and (ii) 50% 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 perf.-based RSUs, if the continued service requirement is satisfied and achievement of the perf. goal (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 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 achieved that is below 100% of target.

(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. 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.