

HENRY SCHEIN INC  
Form 4  
November 18, 2014

**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 \*  
MATTHEWS NORMAN S

(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)  
11/14/2014

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	11/14/2014		M	7,540 A \$ 51.23	30,883	D	
Common Stock, par value \$0.01 per share	11/14/2014		S	7,051 D \$ 128.86	23,832	D	
Common Stock, par value \$0.01 per share	11/14/2014		S	489 D \$ 129.75	23,343	D	

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value						<u>(2)</u>		
\$0.01 per share								
Common Stock, par value	11/14/2014		M	7,898	A	\$ 59.89	31,241	D
\$0.01 per share								
Common Stock, par value	11/14/2014		S	6,598	D	\$ <u>(3)</u> 129.39	24,643	D
\$0.01 per share								
Common Stock, par value	11/14/2014		S	1,300	D	\$ <u>(4)</u> 130.16	23,343	D
\$0.01 per share								
Common Stock, par value							9,400	I
\$0.01 per share								By Trustees <u>(5)</u>

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. Amount or Number of Shares
Stock Option Right to	\$ 51.23	11/14/2014		M	7,540	<u>(7)</u> 03/05/2017	Common Stock, par value	7,540

Buy <sup>(6)</sup>								\$0.01 per share
Stock Option Right to Buy <sup>(6)</sup>	\$ 59.89	11/14/2014	M	7,898	<sup>(8)</sup>	03/03/2018		Common Stock, par value \$0.01 per share
								7,898

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS NORMAN S C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747		X		

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Norman S. Matthews)

11/18/2014

        \*\*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).

The price reflects a weighted average of sales made at prices ranging from \$128.67 to \$129.51 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.

The price reflects a weighted average of sales made at prices ranging from \$129.69 to \$129.80 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.

The price reflects a weighted average of sales made at prices ranging from \$129.09 to \$130.07 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.

The price reflects a weighted average of sales made at prices ranging from \$130.10 to \$130.26 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.

(5) Represents shares held by Norman S. Matthews' wife, and Peter Banks as trustees of a trust for the benefit of Mr. Matthews' wife.

(6) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended.

(7) The option vested in four equal installments on each of March 5, 2008, March 5, 2009, March 5, 2010 and March 5, 2011.

(8) The option vests 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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