SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres	s of Reporting Person ARRY J	*	2. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC</u> [HSIC]		tionship of Reporting Persor all applicable) Director	n(s) to Issuer 10% Owner	
(Last) (First) (Middle) C/O HENRY SCHEIN, INC.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2017		Officer (give title below)	Other (specify below)	
135 DURYEA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable		
(Street)				X	Form filed by One Report	ing Person	
MELVILLE NY 11747		11747			Form filed by More than C Person	One Reporting	
(City)	(State)	(Zip)					

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$0.01 per share								42 , 376 ⁽¹⁾	D		

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3 Transaction 34 Deemed 4 5 Number 6 Date Evercisable and 7 Title and 8 Price of 19 Number															
	3 Transaction	3A Deemed	4	5 Number	6 Date Exercisable and	7 Title and	8 Price of	9 Number							

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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Compensation Plan Phantom Stock	(2)	09/29/2017		A		146 ⁽³⁾		(4)	(4)	Common Stock, par value \$0.01 per share	146	\$0.00	9,804 ⁽⁵⁾	D	

Explanation of Responses:

1. On September 14, 2017 the common stock of Henry Schein, Inc. split 2-for-1, resulting in the reporting person's ownership of 21,188 additional shares of common stock.

2. Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.

3. Represents the number of shares of phantom stock credited to the reporting person's phantom stock account pursuant to the Issuer's Non-Employee Director Deferred Compensation Plan (the "Plan"), representing an exempt transaction under the Plan. The number of shares of phantom stock credited to the reporting person's phantom stock account is determined by dividing the amount of deferred eligible

representing an exempt transaction under the Plan. The number of shares of phantom stock credited to the re director fees by the closing price of a share of Issuer common stock on the award date.

4. The balance in the reporting person's phantom share account is distributed to the reporting person in Issuer common stock following the termination of the reporting person's directorship, the reporting person's death or disability or a change of control of the Issuer.

5. Represents the aggregate number of shares of phantom stock allocated to the reporting person under the Plan as of the award date based on the closing price of a share of the Issuer's common stock on the award date. The number of shares reported in Table II, Column 9, reflects the 2-for-1 stock split referred to in Footnote 1 of this Form 4.

Remarks:

<u>/s/ Jennifer Ferrero (as</u>

<u>Alperin)</u>

Attorney-in-Fact for Barry J.

10/03/2017

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.