SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Add <u>McGlynn L</u> | Iress of Reporting . <mark>orelei</mark> | 2. Date of Event Requiring Stater (Month/Day/Yea 05/13/2013 | ment | 3. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC</u> [HSIC] | | | | | | | |
|--|---|--|--|--|---|------------------------------|--|----------|--|---|---|
| (Last) (First) (Middle) C/O HENRY SCHEIN, INC. 135 DURYEA ROAD | | | | | 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title | | 10% Owner Other (specify | | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check | | |
| | | | | | | below) SVP, Global HR & F | below) Fin. Oper. | | Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (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) | | | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | | | | | 26,684 ⁽²⁾ | | D | | | | |
| Common Stock, par value \$0.01 per share | | | | | 249 | | I | | By 401(k) Plan | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | d 3. Title and Amount of Securi Underlying Derivative Securit | | ty (Instr. 4) Cor or E | | ersion ercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiratior Date | n Title | | Amount or Number of Shares | Security | | Direct (D) or Indirect (I) (Instr. 5) | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | | (3) | 03/05/2017 | 17 Common Stock, par value \$0.01 per share | | 7,503 | 51.23 | | D | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | | (4) | 03/03/2018 | ₃ Cor | nmon Stock, par value \$0.01 per share | 8,243 | 59 | .89 | D | | |

Explanation of Responses:

1. Acquired pursuant to the Issuer's 2013 Stock Incentive Plan, as amended (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan).

2. Includes (i) 9,563 shares, (ii) 9,677 shares of time-based restricted stock (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) 7,444 shares of performance-based RS to vest subject to (x) pusces a pecified perf. goal(s) and (y) reporting person's continued performance of services for the Issuer. 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 that is below 100% of target (i.e. shortfall).

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

4. The option vested in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.

Remarks:

/s/ Lorelei McGlynn

** Signature of Reporting Person

05/23/2013

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 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).

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.