SEC Form 4	
FORM 4	

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Addre Ettinger Mic	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>Ettinger wirc</u>					Director Officer (give title	10% Owner Other (specify				
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	X	below)	below)				
C/O HENRY S	CHEIN, INC.		03/03/2021		SVP Corp/Legal Ch	of Staff Sec				
135 DURYEA ROAD										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) MELVILLE	(Street) MELVILLE NY 11747			X	Form filed by One Reporting Person					
					Form filed by More than Person	One Reporting				
(City)	(State)	(Zip)								
Table L. Non-Derivative Securities Acquired Disposed of or Repeticially Owned										

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$0.01 per share	03/03/2021		A		12,917(1)	A	\$0.00	90,410	D	
Common Stock, par value \$0.01 per share	03/03/2021		A		5,887 ⁽²⁾	A	\$0.00	96,297	D	
Common Stock, par value \$0.01 per share								800	I	As Trustee of the trusts for the benefit of his children.
Common Stock, par value \$0.01 per share								211	I	By 401(k) plan

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

			(5-,	P,		.,		.,,			,				
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. Transa Code (8)		of E		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				
Stock Option (Right to Buy) ⁽³⁾	\$62.71	03/03/2021		A		31,952		(4)	03/03/2031	Common Stock, par value \$0.01 per share	31,952	\$0.00	31,952	D	

Explanation of Responses:

1. Grant of restricted stock units (RSU) pursuant to the Issuer's 2020 Stock Incentive Plan. Subject to certain exceptions, the RSUs will vest on the fourth anniversary of the grant date, subject to reporting person's continued performance of services for the Issuer.

2. Grant of restricted stock units (RSU) pursuant to the Issuer's 2020 Stock Incentive Plan. Subject to certain exceptions, the RSUs will vest in two equal installments on each of the first and second anniversary of the grant date, subject to reporting person's continued performance of services for the Issuer.

3. Acquired pursuant to the Issuer's 2020 Stock Incentive Plan.

4. Subject to certain exceptions, the options will vest in three equal installments on each of the first, second and third anniversary of the grant date, subject to reporting person's continued performance of services for the Issuer.

Remarks:

/s/ Jennifer Ferrero (as

Attorney-in-Fact for Michael S. 03/05/2021

Ettinger)

** 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.

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