SEC Form 4

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).
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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 Address of Reporting Person [*] Ettinger Michael S			2. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC</u> [HSIC]		tionship of Reporting Per all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify	
	ast) (First) (Middle) /O HENRY SCHEIN, INC. 85 DURYEA ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/06/2020		below) SVP Corp/Legal Ch	of Staff Sec	
(Street) MELVILLE (City)	NY (State)	(Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable 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)	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 (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, par value \$0.01 per share	03/06/2020		D		1,547	D	\$0.00	97,441	D	
Common Stock, par value \$0.01 per share	03/06/2020		F		2,758 ⁽¹⁾	D	\$57.69	94,683	D	
Common Stock, par value \$0.01 per share								800	Ι	As Trustee of the trusts for the benefit of his children.
Common Stock, par value \$0.01 per share								210	Ι	by 401(k) plan ⁽²⁾

	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. Transa Code (8)				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				

Explanation of Responses:

1. Represents the surrender of shares to the Issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 6, 2017 grant of performance-based restricted stock/units.

2. Reflects the reporting person's interest in equivalent shares of Henry Schein common stock held by the unitized stock fund in the Henry Schein, Inc. 401(k) Savings Plan (the "Plan"). The unitized stock fund consists of Henry Schein common stock and cash or cash equivalents. The number of shares attributed to the reporting person as a participant in the Plan and expressed as equivalent shares has been calculated based on the closing price of Henry Schein common stock on March 6, 2020.

Remarks:

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

Attorney-in-Fact for Michael 03/10/2020

<u>S. Ettinger)</u>

** 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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