

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>GOODMAN SHIRA</u>  (Last) (First) (Middle) <u>C/O HENRY SCHEIN, INC.</u> <u>135 DURYEA ROAD</u>  (Street) <u>MELVILLE NY 11747</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC [ HSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/05/2019		A		2,972 <sup>(1)</sup>	A	\$0.00	6,218 <sup>(2)</sup>	D	
Common Stock, par value \$0.01 per share								1,070	I	By trust <sup>(3)</sup>

**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 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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Acquired pursuant to the Issuer's 2015 Non-Employee Director Stock Incentive Plan. Subject to certain exceptions, such restricted stock/units will vest subject to (i) the passage of a specified period of time and (ii) the reporting person's continued performance of services for the Issuer.
- The number of restricted stock/units included in Column 5 of Table 1 was adjusted in connection with the spin-off and subsequent merger of the Issuer's animal health business on February 7, 2019 (the "Spin-Off"). The adjustment reflects the product of (i) the number of restricted stock/unit awards immediately prior to the Spin-Off and (ii) a ratio equal to a fraction, with the numerator equal to the average of the high and low pre-Spin-Off trading prices of the Issuer's common stock on February 6, 2019 (the "Issuer Pre-Spin-Off Price") and the denominator equal to the difference between (A) the Issuer Pre-Spin-Off Price and (B) the product of (x) 0.4 and (y) the average of the high and low trading prices of the common stock of Covetrus, Inc. (the combined company resulting from the Spin-Off) on February 8, 2019, the trading day immediately following the distribution date of the Spin-Off.
- Represents shares held in the Shira D. Goodman 2104 Family Trust where Ms. Goodman is the trustee for the benefit of herself and her spouse.

**Remarks:**

/s/ Jennifer Ferrero (as Attorney-in-Fact) for Shira Goodman      03/06/2019

\*\* 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.