SEC Form 4

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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

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	ess of Reporting Pers <u>F STANLEY</u>	on*	2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]		tionship of Reporting Pe all applicable) Director	10% Owner	
(Last) C/O HENRY S 135 DURYEA		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2012	X	Officer (give title below) Senior Ad	Other (specify below) visor	
(Street) MELVILLE (City)	NY (State)	11747 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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	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	12/04/2012		М		31,200	A	\$39.43	100,068	D	
Common Stock, par value \$0.01 per share	12/04/2012		S		30,830	D	\$80.1 ⁽¹⁾	69,238	D	
Common Stock, par value \$0.01 per share	12/04/2012		S		370	D	\$79.9	68,868	D	
Common Stock, par value \$0.01 per share	12/04/2012		М		18,505	A	\$47.31	87,373	D	
Common Stock, par value \$0.01 per share	12/04/2012		S		18,505	D	\$80.08(2)	68,868	D	
Common Stock, par value \$0.01 per share								392	Ι	By 401(k) plan

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)	ction Instr.	of		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⁾	\$39.43	12/04/2012		М			31,200	(4)	03/09/2015	Common Stock, par value \$0.01 per share	31,200	\$0.00	0	D	
Stock Option (Right to Buy) ⁽³⁾	\$47.31	12/04/2012		М			18,505	(5)	03/02/2016	Common Stock, par value \$0.01 per share	18,505	\$0.00	3,818	D	

Explanation of Responses:

1. The price reflects a weighted average of sales made at prices ranging from \$80.00 to \$80.90 per share. The Reporting Person, upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, will provide full information regarding the number of shares sold at each separate price for this transaction.

2. The price reflects a weighted average of sales made at prices ranging from \$80.00 to \$80.66 per share. The Reporting Person, upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, will provide full information regarding the number of shares sold at each separate price for this transaction.

3. Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.

4. The option vests in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.

5. The option vests in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

Remarks:

<u>/s/ Stanley Komaroff</u>

** Signature of Reporting Person

<u>12/05/2012</u> 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.