

Harding James A.
Form 4
March 12, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harding James A.

(Last) (First) (Middle)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD
(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HENRY SCHEIN INC [HSIC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | | A | | 2,949 (1) \$ 0 | D | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | | F | | 4,954 (2) \$ 90.32 | D | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | | M | | 456 \$ 35.49 | D | |

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| | | | | | | | | |
|--|------------|---|-------|---|------------------------|--------|---|---|
| Common Stock, par value \$0.01 per share | 03/08/2013 | S | 456 | D | \$ 90.26 | 51,782 | D | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | M | 6,000 | A | \$ 39.43 | 57,782 | D | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | S | 6,000 | D | \$ <u>90.21</u> (3) | 51,782 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 1,020 | I | as Trustee of trusts for he benefit of his children |
| Common Stock, par value \$0.01 per share | | | | | | 832 | I | By 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 35.49 | 03/08/2013 | | M | 456 | <u>(5)</u> 02/18/2014 | Common Stock, par value \$0.01 per | 456 |

| | | | | | | | | |
|-----------------|----------|------------|---|-------|------------|------------|------------|-------|
| Stock | | | | | | | | share |
| Option | \$ 39.43 | 03/08/2013 | M | 6,000 | <u>(6)</u> | 03/09/2015 | Common | 6,000 |
| (Right to | | | | | | | Stock, par | |
| Buy) <u>(4)</u> | | | | | | | value | |
| | | | | | | | \$0.01 per | |
| | | | | | | | share | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harding James A. C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747 | | | Chief Technology Officer | |

Signatures

/s/ James A.
Harding 03/12/2013
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
- (1) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on March 8, 2013 in connection with exceeding the performance target with respect to the reporting person's March 10, 2010 grant of performance-based restricted stock. (Actual vesting date of March 10, 2013 was a non-business day so vesting occurred on the preceding business day.)
- (2) 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 9, 2009 grant of time-based restricted stock and March 10, 2010 grant of performance-based restricted stock, each of which vested on March 8, 2013. (Actual vesting dates were non-business days so vesting occurred on the preceding business day.)
- (3) The price reflects a weighted average of sales made at prices ranging from \$90.21 to \$90.26 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.
- (4) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
- (5) The option vests in four equal installments on each of February 18, 2005, February 18, 2006, February 18, 2007 and February 18, 2008.
- (6) The option vested in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.