

HENRY SCHEIN INC

Form 4/A

March 27, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 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 *
HERRING JOSEPH L

(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)

03/20/2017

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

03/21/2017

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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)
Common Stock, par value \$0.01 per share	03/20/2017		P ⁽¹⁾	500	A \$ 171.81 767 ⁽³⁾ ⁽²⁾	I	By Trust ⁽⁴⁾
Common Stock, par value \$0.01 per share					2,123	D	

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERRING JOSEPH L C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747		X		

Signatures

/s/Jennifer Ferrero (as Attorney-in-Fact for Joseph L. Herring)

03/27/2017

__Signature of Reporting Person

Date

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) This amended Form 4 is being filed to correct the Transaction Code, correct footnote (1) in the original Form 4 and separate the form of the Reporting Person's beneficial ownership between direct and indirect.
The price reflects a weighted average of purchases made at prices ranging from \$171.81 to \$171.82 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 purchased at each separate price for this transaction.
- (3) Includes 267 shares that were purchased by the Herring Family Revocable Trust in November of 2016 for which a late Form 4 is being filed on the date of this filing.
- (4) Represents shares held by the Herring Family Revocable Trust of which Mr. Herring and his wife are both the trustees and beneficiaries.

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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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