

HENRY SCHEIN INC

Form 4

November 09, 2016

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGMAN STANLEY M

(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)
11/07/2016

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)

Chairman, CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/13/2016		G	V 150	D \$ 0 ⁽¹⁾	174,248	D
Common Stock, par value \$0.01 per share	08/12/2016		G	V 320	D \$ 0 ⁽¹⁾	173,928	D
Common Stock, par	08/24/2016		G	V 155	D \$ 0 ⁽¹⁾	520,261	I

By
Spouse ⁽²⁾

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value \$0.01 per share									
Common Stock, par value \$0.01 per share	08/25/2016	G	V	11,146	D	\$ 0 ⁽¹⁾	509,115	I	By Spouse ⁽³⁾
Common Stock, par value \$0.01 per share	08/26/2016	G	V	62	D	\$ 0 ⁽¹⁾	509,053	I	By Spouse ⁽⁴⁾
Common Stock, par value \$0.01 per share	08/30/2016	G	V	249	D	\$ 0 ⁽¹⁾	508,804	I	By Spouse ⁽⁵⁾
Common Stock, par value \$0.01 per share	08/31/2016	G	V	311	D	\$ 0 ⁽¹⁾	508,493	I	By Spouse ⁽⁶⁾
Common Stock, par value \$0.01 per share	09/13/2016	G	V	162	D	\$ 0 ⁽¹⁾	508,331	I	By Spouse ⁽⁷⁾
Common Stock, par value \$0.01 per share	11/07/2016	S		19,692	D	\$ 156.3 ⁽⁸⁾	488,639	I	By Spouse ⁽⁹⁾
Common Stock, par value \$0.01 per share	11/07/2016	S		19,194	D	\$ 156.29 ⁽¹⁰⁾	15,414	I	By Limited Liability Co. ⁽¹¹⁾
Common Stock, par value \$0.01 per share							4,435	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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information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Reported 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
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		Chairman, CEO	

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Stanley M. Bergman)

11/09/2016

____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) Gift, not applicable.

(2) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 12,577 shares held by Mrs. Bergman. On August 24, 2016, the Bergman Family Trust 2 transferred 12,600 shares to Mrs. Bergman which is reflect in the number in Column 5 of this line item.

(3) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 1,431 shares held by Mrs. Bergman.

(4) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 1,369 shares held by Mrs. Bergman.

(5) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 1,120 shares held by Mrs. Bergman.

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(6) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 809 shares held by Mrs. Bergman.

(7) Represents (i) 507,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 647 shares held by Mrs. Bergman.

(8) The price reflects a weighted average of sales made at prices ranging from \$155.87 to \$156.81 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.

(9) Represents (i) 487,992 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 647 shares held by Mrs. Bergman.

(10) The price reflects a weighted average of sales made at prices ranging from \$155.82 to \$156.82 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 sold at each separate price for this transaction.

(11) Represents shares held by a limited liability company. Stanley M. Bergman and Marion Bergman, Mr. Bergman's wife, each have voting and dispositive power with respect to the shares held by the limited liability company. Mr. and Mrs. Bergman disclaim beneficial ownership of the shares held by the limited liability company.

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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