

HENRY SCHEIN INC
Form 4
December 10, 2014

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 *
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)
12/08/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/08/2014 | | S | | 11,821 | D | \$ 136.34 (1) |
| Common Stock, par value \$0.01 per share | 12/08/2014 | | S | | 11,664 | D | \$ 136.34 (3) |
| Common Stock, par | 12/09/2014 | | S | | 13,296 | D | \$ 135 (5) |
| | | | | | | | 611,441 |
| | | | | | | | 72,326 |
| | | | | | | | 598,145 |
| | | | | | | | I |
| | | | | | | | I |
| | | | | | | | By Spouse (2) |
| | | | | | | | By Limited Liability Company (4) |
| | | | | | | | By Spouse (6) |

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| | | | | | | | | |
|--|------------|---|----------|---|----------------------|--------------|---|--|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 12/09/2014 | S | 9,651 | D | \$ 135.39 (7) | 588,494 | I | By Spouse (8) |
| Common Stock, par value \$0.01 per share | 12/09/2014 | S | 14,467 | D | \$ 135.02 (9) | 57,859 | I | By Limited Liability Company (4) |
| Common Stock, par value \$0.01 per share | 12/09/2014 | S | 8,701 | D | \$ 135.41 (10) | 49,158 | I | By Limited Liability Company (4) |
| Common Stock, par value \$0.01 per share | 03/17/2014 | G | V 14,282 | D | \$ 0 (11) | 158,132 | D | |
| Common Stock, par value \$0.01 per share | 03/20/2014 | G | V 26,952 | D | \$ 0 (11) | 575,824 | I | By Spouse (12) |
| Common Stock, par value \$0.01 per share | 03/20/2014 | G | V 6,266 | D | \$ 0 (11) | 161,968 (13) | D | |
| Common Stock, par value \$0.01 per share | 03/24/2014 | G | V 3,836 | D | \$ 0 (11) | 158,132 | D | |
| Common Stock, par value \$0.01 per share | 04/09/2014 | G | V 754 | D | \$ 0 (11) | 575,070 | I | By Spouse (14) |
| Common Stock, par value | 05/14/2014 | G | V 220 | D | \$ 0 (11) | 574,850 | I | By Spouse (15) |

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| | | | | | | | | | |
|--|------------|---|---------|---|----------------------|---------|---|---------------------------|--|
| \$0.01 per share | | | | | | | | | |
| Common Stock, par value \$0.01 per share | 06/23/2014 | G | V 1,478 | D | \$ 0 ⁽¹¹⁾ | 573,372 | I | By Spouse ⁽¹⁶⁾ | |
| Common Stock, par value \$0.01 per share | 06/24/2014 | G | V 9,632 | D | \$ 0 ⁽¹¹⁾ | 563,740 | I | By Spouse ⁽¹⁷⁾ | |
| Common Stock, par value \$0.01 per share | 08/07/2014 | G | V 255 | D | \$ 0 ⁽¹¹⁾ | 563,485 | I | By Spouse ⁽¹⁸⁾ | |
| Common Stock, par value \$0.01 per share | 08/13/2014 | G | V 620 | D | \$ 0 ⁽¹¹⁾ | 562,865 | I | By Spouse ⁽¹⁹⁾ | |
| Common Stock, par value \$0.01 per share | 08/19/2014 | G | V 20 | D | \$ 0 ⁽¹¹⁾ | 562,845 | I | By Spouse ⁽²⁰⁾ | |
| Common Stock, par value \$0.01 per share | 09/03/2014 | G | V 445 | D | \$ 0 ⁽¹¹⁾ | 562,400 | I | By Spouse ⁽²¹⁾ | |
| Common Stock, par value \$0.01 per share | 09/18/2014 | G | V 430 | D | \$ 0 ⁽¹¹⁾ | 561,970 | I | By Spouse ⁽²²⁾ | |
| Common Stock, par value \$0.01 per share | 11/12/2014 | G | V 992 | D | \$ 0 ⁽¹¹⁾ | 560,978 | I | By Spouse ⁽²³⁾ | |
| Common Stock, par value \$0.01 per | 11/13/2014 | G | V 427 | D | \$ 0 ⁽¹¹⁾ | 560,551 | I | By Spouse ⁽²⁴⁾ | |

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share

Common Stock, par value \$0.01 per share
 11/20/2014 G V 100 D \$ 0 ⁽¹¹⁾ 560,451 I By Spouse ⁽²⁵⁾

Common Stock, par value \$0.01 per share
 11/20/2014 G V 200 D \$ 0 ⁽¹¹⁾ 157,932 D

Common Stock, par value \$0.01 per share
 66,008 I By Limited Liability Company ⁽²⁶⁾

Common Stock, par value \$0.01 per share
 4,401 I By 401(k) Plan

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

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 control number.

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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)

12/10/2014

__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) The price reflects a weighted average of sales made at prices ranging from \$136.05 to \$136.66 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.

(2) Represents (i) 610,321 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.

(3) The price reflects a weighted average of sales made at prices ranging from \$136.09 to \$136.67 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) 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.

(5) The price reflects a weighted average of sales made at prices ranging from \$134.27 to \$135.26 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.

(6) Represents (i) 597,025 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.

(7) The price reflects a weighted average of sales made at prices ranging from \$135.27 to \$135.70 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.

(8) Represents (i) 587,374 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.

(9) The price reflects a weighted average of sales made at prices ranging from \$134.32 to \$135.31 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.

(10) The price reflects a weighted average of sales made at prices ranging from \$135.32 to \$135.67 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) Gift, not applicable.

(12) Represents (i) 574,704 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. On March 17, 2014, Mr. Bergman transferred 14,282 shares to the Bergman Family Trust 2 which is reflected in the numbers in the preceding sentence.

(13)

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On March 20, 2014, the Bergman Family Trust 2 transferred 10,102 shares to Mr. Bergman which is reflected in the number in Column 5 of this line item.

- (14) Represents (i) 574,704 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) 366 shares held by Mrs. Bergman.
- (15) Represents (i) 574,704 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) 146 shares held by Mrs. Bergman.
- (16) Represents (i) 560,339 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) 13,033 shares held by Mrs. Bergman. On June 23, 2014, the Bergman Family Trust 2010 Trust 2 transferred 14,365 shares to Mrs. Bergman which is reflected in the numbers in the preceding sentence.
- (17) Represents (i) 560,339 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) 3,401 shares held by Mrs. Bergman.
- (18) Represents (i) 560,339 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) 3,146 shares held by Mrs. Bergman.
- (19) Represents (i) 560,339 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) 2,526 shares held by Mrs. Bergman.
- (20) Represents (i) 560,339 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) 2,506 shares held by Mrs. Bergman.
- (21) Represents (i) 560,339 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) 2,061 shares held by Mrs. Bergman.
- (22) Represents (i) 560,339 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) 1,631 shares held by Mrs. Bergman.
- (23) Represents (i) 560,339 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) 639 shares held by Mrs. Bergman.
- (24) Represents (i) 560,339 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) 212 shares held by Mrs. Bergman.
- (25) Represents (i) 560,339 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) 112 shares held by Mrs. Bergman.
- (26) 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. On March 20, 2014, the Bergman Family Trust 2 transferred 16,850 shares to the limited liability company which is reflected in the number in Column 5 of this line item.

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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