

HENRY SCHEIN INC  
Form 4  
December 18, 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 \*  
**BRESLAWSKI JAMES P**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**12/17/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Pres., HSI & CEO Global Dental**

(Street)  
**MELVILLE, NY 11747**

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, par value \$0.01 per share | 12/17/2013                           |  | M                              |   | 20,000 A \$ 42.58   | 148,502  | D  |
| Common Stock, par value \$0.01 per share | 12/17/2013                           |  | S                              |   | 20,000 D \$ 112.07  | 128,502  | D  |
| Common Stock, par                        | 12/17/2013                           |  | M                              |   | 27,282 A \$ 47.31   | 155,784  | D  |

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value  
\$0.01 per  
share

Common  
Stock, par  
value 12/17/2013  
\$0.01 per  
share

S 27,282 D \$ 111.74 128,502 D  
(2)

Common  
Stock, par  
value 12/17/2013  
\$0.01 per  
share

S 10,472 D \$ 112.04 118,030 D  
(3)

Common  
Stock, par  
value  
\$0.01 per  
share

3,459 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.**

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 42.58   | 12/17/2013                           |  | M                              | 20,000  | <sup>(5)</sup> 09/22/2015                                | Common Stock, par value \$0.01 per share                      | 20,000                        |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 47.31   | 12/17/2013                           |  | M                              | 27,282  | <sup>(6)</sup> 03/02/2016                                | Common Stock, par value \$0.01 per                            | 27,282                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BRESLAWSKI JAMES P<br>C/O HENRY SCHEIN, INC.<br>135 DURYE A ROAD<br>MELVILLE, NY 11747 | X             |           | Pres., HSI & CEO Global Dental |       |

## Signatures

/s/ James P.  
Breslawski

12/18/2013

\*\*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 \$112.01 to \$112.19 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 \$111.43 to \$112.01 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) The price reflects a weighted average of sales made at prices ranging from \$111.98 to \$112.18 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 vested in four equal installments on each of September 22, 2006, September 22, 2007, September 22, 2008 and September 22, 2009.
  - (6) The option vested in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

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.