

BERGMAN STANLEY M
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
BERGMAN STANLEY M

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)
03/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01 per share | 03/01/2013 | | A | (A) 28,140 (1) | \$ 88.84 | 180,903 | D |
| Common Stock, par value \$0.01 per share | 01/16/2013 | | G | 620 | \$ 0 (2) | 639,551 | I By Spouse (3) |
| Common Stock, par value \$0.01 per share | 02/22/2013 | | G | 1,110 | \$ 0 (2) | 638,441 | I By Spouse (4) |

| | | | | | | | | |
|--|------------|---|-------|---|---------------------|---------|---|--------------------------|
| Common Stock, par value \$0.01 per share | 02/28/2013 | G | 1,125 | D | \$ 0 ⁽²⁾ | 637,316 | I | By Spouse ⁽⁵⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 10,000 | I | By Trust ⁽⁶⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 4,412 | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Stanley M.
Bergman

03/04/2013

__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).

Grant of performance-based restricted stock units pursuant to the Issuer's 1994 Stock Incentive Plan, as amended. Such performance-based restricted stock units will vest subject to (x) the Issuer's achievement of a specified performance goal and (y) the reporting person's continued performance of services for the Issuer. If the continued service requirement is satisfied and achievement of

- (1) the performance goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below 100% of target (i.e., shortfall).
- (2) Gift, not applicable.
- (3) Represents (i) 635,962 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) 3,589 shares held by Mrs. Bergman.
- (4) Represents (i) 635,962 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) 2,479 shares held by Mrs. Bergman.
- (5) Represents (i) 635,962 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) 1,354 shares held by Mrs. Bergman.
- (6) Represents 10,000 shares held by the Edward J. Bergman 2010 Trust for the benefit of one of Mr. Bergman's children and of which Mr. Bergman is the sole trustee.

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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