

Ettinger Michael S
 Form 3
 May 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Ettinger Michael S</p> <p>(Last) (First) (Middle)</p> <p>C/O HENRY SCHEIN, INC., 135 DURYE A ROAD</p> <p>(Street)</p> <p>MELVILLE, NY 11747</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/13/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HENRY SCHEIN INC [HSIC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, General Counsel, Sec.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 29,455 ⁽²⁾ | D | |
| Common Stock, par value \$0.01 per share | 400 | I | As trustee of trusts for the benefit of his children |
| Common Stock, par value \$0.01 per share | 105 | I | By 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽³⁾ | 03/03/2018 | Common Stock, par value \$0.01 per share | 14,378 \$ 59.89 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ettinger Michael S C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747 | Â | Â | Â SVP, General Counsel, Sec. | Â |

Signatures

/s/ Michael S.
Ettinger

05/23/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Acquired pursuant to the Issuer's 2013 Stock Incentive Plan, as amended (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan).

Includes (i) 6,667 shares, (ii) 13,180 shares of time-based restricted stock/units (RS) to vest subject to (x) passage of a specified periods of time and (y) reporting person's continued performance of services for the Issuer and (iii) 9,608 shares of performance-based RS to vest subject to (x) Issuer's achievement of a specified perf. goal(s) and (y) reporting person's continued performance of services for the Issuer.

(2) With respect to the perf.-based RS, if the continued service requirement is satisfied and achievement of the perf. goal(s) (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 perf. goal(s) 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 perf. goal(s) achieved that is below 100% of target (i.e. shortfall).

(3) The option vested in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.

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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