

MLOTEK MARK E

Form 4

March 07, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
MLOTEK MARK E

(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)  
03/03/20114. 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)

EVP of Corp. Bus. Devel.

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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011                              |                                                             | M                                    | 11,250 A                                                                | \$ 35.49                                                                                                           | 55,894                                                               | D                                                                 |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011                              |                                                             | S                                    | 3,000 D                                                                 | \$ 69.1<br>(1)                                                                                                     | 52,894                                                               | D                                                                 |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011                              |                                                             | S                                    | 8,250 D                                                                 | \$ 69.61<br>(2)                                                                                                    | 44,644                                                               | D                                                                 |

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|                                                   |            |   |                |   |                           |        |   |                   |
|---------------------------------------------------|------------|---|----------------|---|---------------------------|--------|---|-------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011 | M | 8,940          | A | \$<br>39.43               | 53,584 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011 | S | 2,197          | D | \$<br><u>(3)</u><br>69.12 | 51,387 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011 | S | 6,743          | D | \$<br><u>(4)</u><br>69.62 | 44,644 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011 | D | 4,133          | D | \$ 0                      | 40,511 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/03/2011 | F | 790 <u>(5)</u> | D | \$ 69.6                   | 39,721 | D |                   |
| Common<br>Stock, par<br>value \$0.01<br>per share |            |   |                |   |                           | 800    | I | By<br>children    |
| Common<br>Stock, par<br>value \$0.01<br>per share |            |   |                |   |                           | 1,952  | I | By 401(k)<br>plan |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number |                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                     | Amount<br>or<br>Number |

|                                                     |          |            |   |        |                |            |                                                      | of Shares |
|-----------------------------------------------------|----------|------------|---|--------|----------------|------------|------------------------------------------------------|-----------|
| Stock<br>Option<br>(Right to<br>Buy) <sup>(6)</sup> | \$ 35.49 | 03/03/2011 | M | 11,250 | <sup>(7)</sup> | 02/18/2014 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11,250    |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(6)</sup> | \$ 39.43 | 03/03/2011 | M | 8,940  | <sup>(8)</sup> | 03/09/2015 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 8,940     |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                                |       |
|----------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                        | Other |
| MLOTEK MARK E<br>C/O HENRY SCHEIN, INC.<br>135 DURYEA ROAD<br>MELVILLE, NY 11747 | X             |           | EVP of<br>Corp. Bus.<br>Devel. |       |

## Signatures

/s/ Mark E.  
Mlotek

03/07/2011

<sup>(6)</sup>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 \$68.40 to \$69.39 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 \$69.41 to \$69.80 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 \$68.40 to \$69.39 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) The price reflects a weighted average of sales made at prices ranging from \$69.41 to \$69.81 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.

(5) Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 3, 2008 grant of performance-based restricted stock.

(6) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.

(7) The option vests in four equal installments on each of February 18, 2005, February 18, 2006, February 18, 2007 and February 18, 2008.

(8) The option vests in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.

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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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