

KABAT DONALD J  
Form 4  
March 06, 2018

**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 \*  
KABAT DONALD J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2018

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

C/O HENRY SCHEIN, INC., 135 DURYEA ROAD

(Street)

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

MELVILLE, NY 11747

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	03/02/2018		M		15,796	A	\$ 29.945 17,964 D
Common Stock, par value \$0.01 per share	03/02/2018		F		9,391	D	\$ 65.19 8,573 D
Common Stock, par value \$0.01 per share	03/02/2018		A		2,843	A	\$ 0 11,416 D

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

18,412 I  
By  
Trustees  
(3)

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

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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>	\$ 29.945	03/02/2018		M	15,796	<sup>(5)</sup> 03/03/2018	Common Stock, par value \$0.01 per share	15,796

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KABAT DONALD J C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747		X		

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Donald J. Kabat) 03/06/2018

\_\_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) Represents the surrender of shares to the issuer to cover the payment of the exercise price and the tax withholding obligation upon the exercise and hold of the reporting person's March 3, 2008 stock option grant.  
  
Acquired pursuant to the Issuer's 2015 Non-Employee Director Stock Incentive Plan. Subject to certain exceptions, such restricted stock
- (2) units will vest subject to (i) the passage of a specified period of time and (ii) the reporting person's continued performance of services for the Issuer.
- (3) Represents shares held in a trust where Mr. Kabat and his wife are co-trustees of the trust for the benefit of Mr. Kabat's wife.
- (4) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended (now known as the Issuer's 2015 Non-Employee Director Stock Incentive Plan).
- (5) The option vests 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. 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.