MATTHEWS NORMAN S

Form 4

February 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHEWS NORMAN S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

HENRY SCHEIN INC [HSIC]

below)

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/16/2012

_X__ Director Officer (give title

10% Owner _ Other (specify

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

(Street)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Form filed by More than One Reporting

MELVILLE, NY 11747

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	02/16/2012		Code V M	Amount 15,000	(D)	Price \$ 35.49	42,012	D	
Common Stock, par value \$0.01 per share	02/16/2012		S	15,000	D	\$ 75.4356 (1)	27,012	D	
Common Stock, par							9,400	I	By Trustees

value <u>(2)</u> \$0.01 per

share

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 35.49	02/16/2012		M	15,000	<u>(4)</u>	02/18/2014	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

MATTHEWS NORMAN S C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747

X

Signatures

/s/ Norman S. 02/17/2012 Matthews

**Signature of Reporting Date
Person

Reporting Owners 2

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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 \$75.37 to \$75.49 per share. The Reporting Person, upon request by the Securities and Exchange
- (2) Represents shares held by Norman S. Matthews' wife, Peter Banks and Harold Tanner as trustees of a trust for the benefit of Mr. Matthews' wife.
- (3) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended.
- (4) The option vested in four equal installments on each of February 16, 2005, February 16, 2006, February 16, 2007 and February 16, 2008. 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.