

Ettinger Michael S  
 Form 3  
 May 23, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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)

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 29,455 <sup>(2)</sup>                                    | 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)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

## Edgar Filing: Ettinger Michael S - Form 3

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |   |   |
|---|---|--|--|--|---|---|---|
|   | Date<br>Exercisable   | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |   |   |
| Stock Option (Right to Buy) <sup>(1)</sup>    | Â <sup>(3)</sup>  | 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<br>C/O HENRY SCHEIN, INC.<br>135 DURYEA ROAD<br>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. 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.