

RACIOPPI MICHAEL  
Form 4  
March 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
RACIOPPI MICHAEL

(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)

03/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP Chief Merchandising Offic.

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	03/09/2012		A		10,329 (1)	A	\$ 0 52,534 D
Common Stock, par value \$0.01 per share	03/09/2012		F		8,031 (2)	D	\$ 73.93 44,503 D
Common Stock, par value \$0.01 per share	03/13/2012		M		17,273	A	\$ 35.49 61,776 D

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Common Stock, par value \$0.01 per share	03/13/2012	S	17,273	D	\$ 74.16 (3)	44,503	D	
Common Stock, par value \$0.01 per share	03/13/2012	S	4,295	D	\$ 74.09 (4)	40,208	D	
Common Stock, par value \$0.01 per share						299	I	By 401(k) 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 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) (5)	\$ 35.49	03/13/2012		M	17,273	(6) 02/18/2004	Common Stock, par value \$0.01 per share	17,273

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

RACIOPPI MICHAEL  
C/O HENRY SCHEIN, INC.  
135 DURYEA ROAD  
MELVILLE, NY 11747

SVP Chief Merchandising Offic.

## Signatures

/s/ Michael  
Racioppi

03/13/2012

\_\_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).

- Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on
- (1) March 9, 2012 in connection with the issuer exceeding the performance target with respect to the reporting person's March 9, 2009 grant of performance-based restricted stock.
  - (2) 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 9, 2009 grant of performance-based restricted stock.  
The price reflects a weighted average of sales made at prices ranging from \$74.04 to \$74.20 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 \$74.05 to \$74.16 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) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
  - (5) The option vests in four equal installments on each of February 18, 2005, February 18, 2006, February 18, 2007 and February 18, 2008.

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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