

LASKAWY PHILIP A
 Form 4
 March 06, 2019

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 *
LASKAWY PHILIP A

(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)
03/05/2019

4. 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)

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 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 (A) or (D) Price			
Common Stock, par value \$0.01 per share	03/04/2019		S	3,591 D \$ 59.122 (1)	31,011 (2)	D	
Common Stock, par value \$0.01 per share	03/05/2019		A	2,972 (3) A \$ 0	33,983	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact) for Philip A. Laskawy
03/06/2019

__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 \$59.122 to \$59.125 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 number of restricted stock/units included in Column 5 of Table 1 was adjusted in connection with the spin-off and subsequent merger of the Issuer's animal health business on February 7, 2019 (the "Spin-Off"). The adjustment reflects the product of (i) the number of restricted stock/unit awards immediately prior to the Spin-Off and (ii) a ratio equal to a fraction, with the numerator equal to the average of the high and low pre-Spin-Off trading prices of the Issuer's common stock on February 6, 2019 (the "Issuer Pre-Spin-Off Price") and the denominator equal to the difference between (A) the Issuer Pre-Spin-Off Price and (B) the product of (x) 0.4 and (y) the average of the high and low trading prices of the common stock of Covetrus, Inc. (the combined company resulting from the Spin-Off) on February 8, 2019, the trading day immediately following the distribution date of the Spin-Off.

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- Acquired pursuant to the Issuer's 2015 Non-Employee Director Stock Incentive Plan. Subject to certain exceptions, such restricted
- (3) stock/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.

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.