

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Ettinger Michael S</u>  (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 <u>HENRY SCHEIN INC [ HSIC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Corp/Legal Ch of Staff Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/02/2018		M		18,256	A	\$29.945	76,442	D	
Common Stock, par value \$0.01 per share	03/02/2018		F		11,839 <sup>(1)</sup>	D	\$65.19	64,603	D	
Common Stock, par value \$0.01 per share	03/02/2018		A		13,038 <sup>(2)</sup>	A	\$0.00	77,641	D	
Common Stock, par value \$0.01 per share	03/02/2018		A		957 <sup>(3)</sup>	A	\$0.00	78,589	D	
Common Stock, par value \$0.01 per share	03/02/2018		F		6,330 <sup>(4)</sup>	D	\$65.19	72,268	D	
Common Stock, par value \$0.01 per share								800	I	As trustee of trusts for the benefit of his children.
Common Stock, par value \$0.01 per share								211	I	by 401(k) plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option Right to Buy <sup>(5)</sup>	\$29.945	03/02/2018		M			18,256	(6)	03/03/2018	Common Stock, par value \$0.01 per share	18,256	\$0.00	0	D	

**Explanation of Responses:**

- 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.
- Grant of restricted stock units (RSU) pursuant to the Issuer's 2013 Stock Incentive Plan. Subject to certain exceptions, 65% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued perf. of services for the Issuer. 35% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued perf. of services for the Issuer. With respect to the performance-based RSU, if the continued service requirement is satisfied and achievement of the performance goal (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 performance goal 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 performance goal achieved that is below 100% of target (shortfall).
- Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 2013 Stock Incentive Plan, as may be amended from time to time (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan) that vested on March 2, 2018 in connection with exceeding the performance target with respect to the reporting person's March 3, 2015 grant of performance-based restricted stock/units.
- 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 3, 2015 grant of performance-based restricted stock/units.
- Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended (now known as the Henry Schein, Inc. 2013 Stock Incentive Plan).
- The option vests in four equal installments on each of March 3, 2009, March 3, 2010, March 3, 2011 and March 3, 2012.

**Remarks:**

/s/ Jennifer Ferrero (as  
Attorney-in-Fact for Michael S. 03/06/2018  
Ettinger)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**