

HENRY SCHEIN INC
Form 4/A
January 21, 2016

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 *
SULLIVAN LOUIS W

(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)
06/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
07/02/2015

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation Plan Phantom Stock	(1)	06/30/2015	A	137 (2) (3)					(4)	(4)	Common Stock, par value \$0.01 per share	137 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN LOUIS W C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747		X		

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Louis W. Sullivan) 01/21/2016

__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) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
This amendment is being filed to correct the amount of phantom stock the reporting person received on June 30, 2015. The original filing underreported the amount of phantom stock due to an administrative error. Taking into account this correction, the amount of phantom stock the reporting person beneficially owned following the transactions reported in the Forms 4 filed on October 1, 2015 and January 4, 2016 should be 10,610 and 10,694, respectively.
- (2) Represents the number of shares of phantom stock credited to the reporting person's phantom stock account pursuant to the Issuer's Non-Employee Director Deferred Compensation Plan (the "Plan"), representing an exempt transaction under the Plan. The number of shares of phantom stock credited to the reporting person's phantom stock account is determined by dividing the amount of deferred eligible director fees by the closing price of a share of the Issuer's common stock on the award date.
- (3) The balance in the reporting person's phantom stock account is distributed to the reporting person in Issuer common stock following the termination of the reporting person's directorship, the reporting person's death or disability or a change of control of the Issuer.
- (4) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the Plan as of the award date based on the closing price of a share of the Issuer's common stock on the award date.

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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