

HENRY SCHEIN INC
Form 4
December 09, 2010

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 *
KOMAROFF STANLEY

(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)
12/08/2010

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)
Senior Advisor

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/03/2010		G	V 100	D \$ 0 ⁽¹⁾	44,745	D
Common Stock, par value \$0.01 per share	12/08/2010		M	10,000	A \$ 34.415	54,745	D
Common Stock, par value \$0.01 per share	12/08/2010		S	10,000	D \$ 58.76 ⁽²⁾	44,745	D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

12/08/2010

M 11,000 A \$ 35.49 55,745 D

Common
Stock, par
value
\$0.01 per
share

12/08/2010

S 11,000 D \$ 58.69
(3) 44,745 D

Common
Stock, par
value
\$0.01 per
share

287 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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(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
Stock Option (Right to Buy) ⁽⁴⁾	\$ 34.415	12/08/2010		M	10,000	⁽⁵⁾ 12/01/2013	Common Stock, par value \$0.01 per share	10,000
Stock Option (Right to Buy) ⁽⁴⁾	\$ 35.49	12/08/2010		M	11,000	⁽⁶⁾ 02/18/2014	Common Stock, par value \$0.01 per	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOMAROFF STANLEY C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747			Senior Advisor	

Signatures

/s/ Stanley
Komaroff

12/09/2010

**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) Gift, not applicable.

(2) The price reflects a weighted average of sales made at prices ranging from \$58.53 to \$59.01 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 \$58.62 to \$58.76 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 vested in three equal installments on each of December 1, 2003, December 1, 2004 and December 1, 2005.

(6) 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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