

BERGMAN STANLEY M
Form 4
November 17, 2011

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 *
BERGMAN STANLEY M

2. Issuer Name and Ticker or Trading Symbol
HENRY SCHEIN INC [HSIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(Street)
MELVILLE, NY 11747

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

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	11/15/2011		A	V	75,688 (1)	A	\$ 64.86 169,141 D
Common Stock, par value \$0.01 per share	03/31/2011		G	V	2,554	D	\$ 0 (2) 166,587 D
Common Stock, par	04/06/2011		G	V	1,492	D	\$ 0 (2) 165,095 D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	04/07/2011	G	V 522	D	\$ 0 <u>(2)</u>	164,573	D	
Common Stock, par value \$0.01 per share	05/10/2011	G	V 5,000	D	\$ 0 <u>(2)</u>	159,573	D	
Common Stock, par value \$0.01 per share	05/18/2011	G	V 827	D	\$ 0 <u>(2)</u>	158,746	D	
Common Stock, par value \$0.01 per share	05/20/2011	G	V 700	D	\$ 0 <u>(2)</u>	158,046	D	
Common Stock, par value \$0.01 per share	06/08/2011	G	V 734	D	\$ 0 <u>(2)</u>	157,312	D	
Common Stock, par value \$0.01 per share	06/15/2011	G	V 345	D	\$ 0 <u>(2)</u>	156,967	D	
Common Stock, par value \$0.01 per share	08/11/2011	G	V 420	D	\$ 0 <u>(2)</u>	156,547	D	
Common Stock, par value \$0.01 per share	09/20/2011	G	V 425	D	\$ 0 <u>(2)</u>	156,122	D	
Common Stock, par value	10/20/2011	G	V 400	D	\$ 0 <u>(2)</u>	155,722	D	

\$0.01 per share										
Common Stock, par value	11/02/2011		G	V	1,500	D	\$ 0 ⁽²⁾	154,222	D	
\$0.01 per share										
Common Stock, par value	10/20/2011		G	V	400	D	\$ 0 ⁽²⁾	936,905 ⁽³⁾	I	By Spouse
\$0.01 per share										
Common Stock, par value								10,000	I	By Trust ⁽⁴⁾
\$0.01 per share										
Common Stock, par value								4,382	I	By 401(k) Plan
\$0.01 per share										

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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				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
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747	X		Chairman, CEO	

Signatures

/s/ Stanley M.
Bergman

11/17/2011

**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).
Grant of performance-based restricted stock units pursuant to the Issuer's 1994 Stock Incentive Plan, as amended. Such performance-based restricted stock units will vest subject to (x) the Issuer's achievement of a specified performance goal with respect to
 - (1) the five year period beginning on the Issuer's fiscal year commencing after the date of grant and (y) the reporting person's continued performance of services for the Issuer through December 31, 2016, except with respect to pro rata or full acceleration of the vesting in the event of certain termination events.
 - (2) Gift, not applicable.
 - (3) Represents (i) 936,512 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 393 shares held by Mrs. Bergman.
 - (4) Represents 10,000 shares held by the Edward J. Bergman 2010 Trust for the benefit of one of Mr. Bergman's children and of which Mr. Bergman is the sole trustee.

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.