

BERGMAN STANLEY M
Form 4
March 03, 2009

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

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

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

(City) (State) (Zip)

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	02/27/2009		J ⁽¹⁾		48	A	\$ 0 <u>(1)</u>	1,056,461	I	By Trustees <u>(2)</u>
Common Stock, par value \$0.01 per share (Restricted)	03/02/2009		A		3,245 <u>(3)</u>	A	\$ 0 <u>(3)</u>	33,836	D	
Common Stock, par value \$0.01								7,446	D	

per share

Common Stock, par value \$0.01 per share

423

I

By Spouse

Common Stock, par value \$0.01 per share

5,392

I

By Trustees
(4)

Common Stock, par value \$0.01 per share

4,108

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (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
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747	X		Chairman, CEO	

Signatures

/s/ Stanley M.
Bergman

03/03/2009

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).

- Pro Rata liquidating distribution from the WSW 1997 Exchange Fund, L.P. of 48 shares of common stock of the issuer to the Stanley M. Bergman Continuing Trust dated September 15, 1994. The Stanley M. Bergman Continuing Trust dated September 15, 1994 has a non-controlling interest in the WSW 1997 Exchange Fund, L.P. and no investment control over the fund's portfolio securities.
- (1) Represents shares held by Stanley M. Bergman's wife and Lawrence O. Sneag as co-trustees of the Stanley M. Bergman Continuing Trust dated September 15, 1994.
 - (2) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on March 2, 2009 in connection with exceeding the performance target with respect to the reporting person's March 2, 2006 grant of performance-based restricted stock.
 - (3) Represents shares held by Lawrence O. Sneag, Stanley M. Bergman's wife or his sons as trustees of trusts for the benefit of immediate family members of Stanley M. Bergman or certain other persons, wherein Stanley M. Bergman is the grantor.

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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