

BRESLAWSKI JAMES P
Form 4
March 10, 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 *
BRESLAWSKI JAMES P

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)
03/09/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO

(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	03/09/2011		A	(A) 13,678 (1)	\$ 69.45	161,655	D
Common Stock, par value \$0.01 per share					3,368	I	By 401(k) plan

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Beneficially (Instr. 3 and 4)
				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
BRESLAWSKI JAMES P C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		President, COO	

Signatures

/s/ James P. Breslawski 03/10/2011

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).

(1) Grant of restricted stock units (RSUs) pursuant to the Issuer's 1994 Stock Incentive Plan, as amended. 65% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for the Issuer. 35% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued performance of services for the Issuer. With respect to the performance-based RSUs, 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 (i.e., shortfall).

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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