

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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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

(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)
11/15/2011

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)
Chairman, CEO

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 value \$0.01 per share | 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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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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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.