BERGMAN STANLEY M

Form 4

March 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average

burden hours per

response...

0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

per share

(Print or Type Responses)

1. Name and Address of Reporting Person *

BERGMAN	N STANLEY N	M	Symbol HENRY	Y SCHEI	N INC IE	ISIC	* 5	Issuer	, ,	· ,
(Last)	(First)	(Middle)	3. Date of	HENRY SCHEIN INC [HSIC] 3. Date of Earliest Transaction (Month/Day/Year)						
C/O HENR DURYEA	Y SCHEIN, IN ROAD	NC., 135	03/10/2	•				X Officer (give below)		er (specify
MELVILLI	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ELVILLE, NY 11747					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	of (D)	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	03/10/2010			A	17,133 (1)	A	\$ 56.03	77,769	D	
Common Stock, par value \$0.01 per share								4,817	I	By Trustees
Common Stock, par value \$0.01								423	I	By Spouse

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Common Stock, par value \$0.01 per share	1,056,461	I	By Trustees
Common Stock, par value \$0.01 per share	4,199	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. onNumber	6. Date Exerc Expiration D	ate	7. Title Amour	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		Chairman, CEO				

Signatures

/s/ Stanley M. 03/12/2010 Bergman

**Signature of Reporting Date
Person

Reporting Owners 2

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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 pursuant to the Issuer's 1994 Stock Incentive Plan, as amended. Such restricted stock will vest subject to (i) the Issuer's achievement of a specified performance goal and (ii) the reporting person's continued performance of
- (1) services for the Issuer. If the continued service requirement is satisfied and achievement of the performance goal exceeds 100% of the target, the Issuer may issue the reporting person 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 the target.
- (2) Represents shares held by Mr. Bergman's sons as trustees of a trust for the benefit of a third party, wherein Mr. Bergman is the grantor. Mr. Bergman disclaims beneficial ownership with respect to these shares, except to the extent of his pecuniary interest.
- (3) 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.

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.