

BRESLAWSKI JAMES P

Form 4

March 12, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRESLAWSKI JAMES P

(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)
03/08/2012

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)

President, COO

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	03/08/2012		M	50,000	A \$ 19.42	228,750	D
Common Stock, par value \$0.01 per share	03/08/2012		S	50,000	D \$ 73.11 (1)	178,750	D
Common Stock, par value \$0.01 per share	03/09/2012		A	15,494 (2)	A \$ 0	194,244	D

Common Stock, par value \$0.01 per share	03/09/2012	F	13,399 (3)	D	\$ 73.93	180,845	D
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Common Stock, par value \$0.01 per share						3,471	I	By 401(k) plan
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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. Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁴⁾	\$ 19.42	03/08/2012		M	50,000	⁽⁵⁾ 02/25/2013	Common Stock, par value \$0.01 per share	50,000

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	03/12/2012
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__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).

The price reflects a weighted average of sales made at prices ranging from \$72.98 to \$73.29 per share. The Reporting Person, upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, will provide full information regarding the number of shares sold at each separate price for this transaction.

Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on
(2) March 9, 2012 in connection with exceeding the performance target with respect to the reporting person's March 9, 2009 grant of performance-based restricted stock.

(3) Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 9, 2009 grant of performance-based restricted stock.

(4) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.

(5) The option vested in three equal installments on each of February 25, 2004, February 25, 2005 and February 25, 2006.

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.