

BERGMAN STANLEY M

Form 4

November 17, 2011

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

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(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	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	04/06/2011		G V	1,492	D \$ 0 (2)	165,095	D

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

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\$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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required to respond unless the form
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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 DURYEA 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.

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