

BERGMAN STANLEY M
Form 4
May 14, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BERGMAN STANLEY M

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)
05/12/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value, \$0.01 per share | 05/12/2010 | | S | | 100,000 | D | \$ 59.46 (1) | 956,884 | I | By Spouse (2) |
| Common Stock, par value, \$0.01 per share | 05/12/2010 | | G | V | 8,670 | D | \$ 0 (3) | 948,214 | I | By Spouse (4) |
| Common Stock, par | 05/13/2010 | | G | V | 500 | D | \$ 0 (3) | 947,714 | I | By Spouse (5) |

value,
\$0.01 per
share

Common
Stock, par
value,
\$0.01 per
share

77,769 D

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)

| 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

05/14/2010

__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 \$59.11 to \$59.78 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.

- (1) Represents (i) 946,461 shares held by the Stanley M. Bergman Continuing Trust dated September 15, 1994 of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 10,423 shares held by Mrs. Bergman. Such amounts include a distribution of 10,000 shares from the Stanley M. Bergman Continuing Trust dated September 15, 1994 to Mrs. Bergman, representing a mere change in the nature of the beneficial ownership.
- (2) Gift, not applicable.
- (3) Represents (i) 946,461 shares held by the Stanley M. Bergman Continuing Trust dated September 15, 1994 of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 1,753 shares held by Mrs. Bergman.
- (4) Represents (i) 946,461 shares held by the Stanley M. Bergman Continuing Trust dated September 15, 1994 of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 1,253 shares held by Mrs. Bergman.
- (5)

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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