

BERGMAN STANLEY M  
Form 4  
March 03, 2009

**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

(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)  
02/27/2009

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) |           |   |                           |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |   |                           |
| Common Stock, par value \$0.01 per share              | 02/27/2009                           |  | J <sup>(1)</sup>               |   | 48  | A  | \$ 0<br><u>(1)</u>                                    | 1,056,461 | I | By Trustees<br><u>(2)</u> |
| Common Stock, par value \$0.01 per share (Restricted) | 03/02/2009                           |  | A                              |   | 3,245<br><u>(3)</u>   | A  | \$ 0<br><u>(3)</u>                                    | 33,836    | D |                           |
| Common Stock, par value \$0.01                        |                                      |  |                                |   |   |  |   | 7,446     | D |                           |

|  |       |   |                    |
|--|-------|---|--------------------|
| per share                                |       |   |                    |
| Common Stock, par value \$0.01 per share | 423   | I | By Spouse          |
| Common Stock, par value \$0.01 per share | 5,392 | I | By Trustees<br>(4) |
| Common Stock, par value \$0.01 per share | 4,108 | I | By 401(k) Plan     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/ Stanley M.  
Bergman

03/03/2009

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).

- Pro Rata liquidating distribution from the WSW 1997 Exchange Fund, L.P. of 48 shares of common stock of the issuer to the Stanley M. Bergman Continuing Trust dated September 15, 1994. The Stanley M. Bergman Continuing Trust dated September 15, 1994 has a non-controlling interest in the WSW 1997 Exchange Fund, L.P. and no investment control over the fund's portfolio securities.
- (1) 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.
  - (2) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on March 2, 2009 in connection with exceeding the performance target with respect to the reporting person's March 2, 2006 grant of performance-based restricted stock.
  - (3) Represents shares held by Lawrence O. Sneag, Stanley M. Bergman's wife or his sons as trustees of trusts for the benefit of immediate family members of Stanley M. Bergman or certain other persons, wherein Stanley M. Bergman is the grantor.

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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