

KABAT DONALD J  
Form 4  
December 02, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
KABAT DONALD J

(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)  
12/01/2009

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	12/01/2009		M	1,295	A \$ 5.9063	12,530	D
Common Stock, par value \$0.01 per share	12/01/2009		S	1,295	D \$ 50	11,235	D
Common Stock, par	12/02/2009		M	3,705	A \$ 5.9063	14,940	D

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value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

12/02/2009

S 3,705 D \$ 50 11,235 D

Common  
Stock, par  
value  
\$0.01 per  
share

2,000 I

By  
Trustee (1)

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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <u>(2)</u>	\$ 5.9063	12/01/2009		M	1,295	<u>(3)</u> 12/15/2009	Common Stock, par value \$0.01 per share	1,295
Stock Option (Right to Buy) <u>(2)</u>	\$ 5.9063	12/02/2009		M	3,705	<u>(3)</u> 12/15/2009	Common Stock, par value \$0.01 per share	3,705

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KABAT DONALD J C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747		X		

## Signatures

/s/ Donald J. Kabat	12/02/2009
**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).
- (1) Represents shares held by Mr. Kabat and his wife, as co-trustees of a trust for the benefit of Mr. Kabat's wife.
  - (2) Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Incentive Plan, as amended.
  - (3) The option vested in three equal installments on each of December 15, 2000, December 15, 2001 and December 15, 2002.

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.