

DAVID LEONARD A
Form 4
March 12, 2012

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 *
DAVID LEONARD A

(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)

Senior Vice President, CCO

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	03/08/2012		M		19,964 A \$ 39.43	55,890	D
Common Stock, par value \$0.01 per share	03/08/2012		S		19,964 D \$ 73.37 (1)	35,926	D
Common Stock, par value \$0.01 per share	03/08/2012		M		8,250 A \$ 47.31	44,176	D

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Common Stock, par value \$0.01 per share	03/08/2012	S	8,250	D	\$ 73.37 <u>(2)</u>	35,926	D	
Common Stock, par value \$0.01 per share	03/09/2012	A	<u>6,886</u> (3)	A	\$ 0	42,812	D	
Common Stock, par value \$0.01 per share	03/09/2012	F	<u>5,817</u> (4)	D	\$ 73.93	36,995	D	
Common Stock, par value \$0.01 per share						1,200	I	By spouse as trustee for child
Common Stock, par value \$0.01 per share						1,200	I	By spouse as trustee for child
Common Stock, par value \$0.01 per share						3,175	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to	\$ 39.43	03/08/2012		M	19,964	<u>(6)</u>	03/09/2015	Common Stock, par value	19,964

Buy) ⁽⁵⁾								\$0.01 per share	
Stock								Common	
Option	\$ 47.31	03/08/2012		M	8,250	⁽⁷⁾	03/02/2016	Stock, par	8,250
(Right to								value	
Buy) ⁽⁵⁾								\$0.01 per share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID LEONARD A C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747			Senior Vice President, CCO	

Signatures

/s/ Leonard A.
David

03/12/2012

 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) The price reflects a weighted average of sales made at prices ranging from \$73.36 to \$73.47 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.

(2) The price reflects a weighted average of sales made at prices ranging from \$73.35 to \$73.48 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.

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

(4) 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.

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

(6) The option vests in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.

(7) The option vests in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

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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