

BERGMAN STANLEY M
Form 4
December 14, 2010

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 *
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)
12/10/2010

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

(City) (State) (Zip)

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 | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 12/10/2010 | | J ⁽¹⁾ | | 51 | A | \$ 0 (1) | 937,765 | I | By Spouse (2) |
| Common Stock, par value \$0.01 per share | 11/16/2010 | | G | V | 460 | D | \$ 0 (3) | 937,305 | I | By Spouse (4) |
| Common Stock, par value \$0.01 per share | 04/13/2010 | | G | V | 880 | D | \$ 0 (3) | 76,889 | D | |

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| | | | | | | | | | |
|--|------------|---|---|-------|---|--------------------|--------|---|------------------------|
| Common Stock, par value \$0.01 per share | 05/18/2010 | G | V | 175 | D | <u>\$ 0</u> (3) | 76,714 | D | |
| Common Stock, par value \$0.01 per share | 07/27/2010 | G | V | 153 | D | <u>\$ 0</u> (3) | 76,561 | D | |
| Common Stock, par value \$0.01 per share | 08/10/2010 | G | V | 475 | D | <u>\$ 0</u> (3) | 76,086 | D | |
| Common Stock, par value \$0.01 per share | 09/16/2010 | G | V | 778 | D | <u>\$ 0</u> (3) | 75,308 | D | |
| Common Stock, par value \$0.01 per share | 09/20/2010 | G | V | 400 | D | <u>\$ 0</u> (3) | 74,908 | D | |
| Common Stock, par value \$0.01 per share | 10/11/2010 | G | V | 1,000 | D | <u>\$ 0</u> (3) | 73,908 | D | |
| Common Stock, par value \$0.01 per share | 10/19/2010 | G | V | 800 | D | <u>\$ 0</u> (3) | 73,108 | D | |
| Common Stock, par value \$0.01 per share | 10/22/2010 | G | V | 100 | D | <u>\$ 0</u> (3) | 73,008 | D | |
| Common Stock, par value \$0.01 per share | 11/09/2010 | G | V | 500 | D | <u>\$ 0</u> (3) | 72,508 | D | |
| Common Stock, par value \$0.01 per share | 11/19/2010 | G | V | 450 | D | <u>\$ 0</u> (3) | 72,058 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | 10,000 | I | By Trust <u>(5)</u> |
| | | | | | | | 4,320 | I | |

Common
Stock, par
value \$0.01
per share

By 401(k)
plan

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

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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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 12/14/2010

**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).

(1)

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Pro rata liquidating distribution from the WSW 1997 Exchange Fund of 51 shares of common stock of the issuer to the Bergman Family 2010 Trust 2. The Bergman Family 2010 Trust 2 has a non-controlling interest in the WSW 1997 Exchange Fund and no investment control over the fund's portfolio securities.

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) 1,253 shares held by Mrs. Bergman. (On November 15, 2010, the Stanley M. Bergman Continuing

- (2) Trust dated September 15, 1994 transferred 946,461 shares to the Bergman Family 2010 Trust 2. On December 2, 2010, the Bergman Family Trust 2010 Trust 2 gifted 10,000 shares to 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.)
- (3) Gift, not applicable.
- (4) 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) 793 shares held by Mrs. Bergman.
- (5) 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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