

HENRY SCHEIN INC

Form 4

February 27, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)
02/26/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/26/2008		M	3,000 A \$ 19.9375	3,000	D	
Common Stock, par value \$0.01 per share	02/26/2008		M	500 D \$ 60.5	2,500	D	
Common Stock, par value \$0.01 per share	02/26/2008		M	200 D \$ 60.57	2,300	D	

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Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.58	2,200	D
Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.61	2,100	D
Common Stock, par value \$0.01 per share	02/26/2008	M	247	D	\$ 60.62	1,853	D
Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.64	1,753	D
Common Stock, par value \$0.01 per share	02/26/2008	M	153	D	\$ 60.65	1,600	D
Common Stock, par value \$0.01 per share	02/26/2008	M	300	D	\$ 60.66	1,300	D
Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.67	1,200	D
Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.7	1,100	D
Common Stock, par value \$0.01 per share	02/26/2008	M	1,000	D	\$ 60.75	100	D
Common Stock, par value \$0.01 per share	02/26/2008	M	100	D	\$ 60.82	0	D
Common Stock, par value \$0.01 per share (Restricted Stock)						4,132	D

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Common Stock, par value \$0.01 per share	2,000	I	By Trustees (1)
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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. Title and Amount of Underlying 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>	\$ 19.9375	02/26/2008		M	3,000	<u>(3)</u>	03/17/2008	Common Stock, par value \$0.01 per share	3,000

Reporting Owners

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

Signatures

/s/ Donald J.
Kabat

02/27/2008

____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 1994 Stock Incentive Plan.

(3) The option vested in three equal installments on each of March 17, 1999, March 17, 2000 and March 17, 2001.

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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