#### DAVID LEONARD A

Form 4

December 02, 2010

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad DAVID LEC	*	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O HENRY SCHEIN, INC., 135 DURYEA ROAD			(Month/Day/Year) 12/01/2010	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President, CCO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MELVILLE, NY 11747			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			

(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)	Date, if Transaction Code				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.01 per share	12/01/2010		M	6,850	A	\$ 19.42	33,378	D		
Common Stock, par value \$0.01 per share	12/01/2010		S	6,850	D	\$ 58.7 (1)	26,528	D		
Common Stock, par value \$0.01 per share	12/01/2010		M	8,550	A	\$ 35.49	35,078	D		

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Common Stock, par value \$0.01 per share	12/01/2010	S	8,550	D	\$ 58.68 (2)	26,528	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						3,075	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)

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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 proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 19.42	12/01/2010		M	6,850	<u>(4)</u>	02/25/2013	Common Stock, par value \$0.01 per share	6,850
Stock Option (Right to Buy) (3)	\$ 35.49	12/01/2010		M	8,550	(5)	02/18/2014	Common Stock, par value \$0.01 per share	8,550

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVID LEONARD A C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747

Senior Vice President, CCO

### **Signatures**

/s/ Leonard A. David 12/02/2010

\*\*Signature of Date
Reporting Person

## **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).
- The price reflects a weighted average of sales made at prices ranging from \$58.67 to \$58.73 per share. The Reporting Person, upon (1) 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.
- The price reflects a weighted average of sales made at prices ranging from \$58.66 to \$58.76 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) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
- (4) The option vested in three equal installments on each of February 25, 2004, February 25, 2005 and February 25, 2006.
- (5) The option vests in four equal installments on each of February 18, 2005, February 18, 2006 and February 18, 2007 and February 18, 2008.

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.

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