

BERGMAN STANLEY M
Form 4
March 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
03/08/2013

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

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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------|
| | | | Code | V | Amount or (D) Price | | | | |
| Common Stock, par value \$0.01 per share | 03/07/2013 | | G | | 5,500 | D | \$ 0 ⁽¹⁾ 631,816 | I | By Spouse ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 03/08/2013 | | A | | 9,680 ⁽³⁾ | A | \$ 0 190,583 | D | |
| Common Stock, par value \$0.01 per share | 03/08/2013 | | F | | 13,827 ⁽⁴⁾ | D | \$ 90.32 176,756 | D | |

| | | | |
|--|--------|---|-----------------|
| Common Stock, par value \$0.01 per share | 10,000 | I | By Trust (5) |
| Common Stock, par value \$0.01 per share | 4,412 | I | By 401(k) plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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 03/12/2013

__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) Gift, not applicable.

Represents (i) 630,462 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a

(2) co-trustee and a beneficiary and (ii) 1,354 shares held by Mrs. Bergman. The number of shares reported in the prior sentence also reflects a distribution of 5,500 shares made by the Bergman Family 2010 Trust 2 to Ms. Bergman on March 7, 2013.

Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on

(3) March 8, 2013 in connection with exceeding the performance target with respect to the reporting person's March 10, 2010 grant of performance-based restricted stock. (Actual vesting date of March 10, 2013 was a non-business day so vesting occurred on the preceding business day.)

Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the

(4) reporting person's March 10, 2010 grant of performance-based restricted stock, which vested on March 8, 2013. (Actual vesting date was a non-business day so vesting occurred on the preceding business day.)

(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.

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.