

KABAT DONALD J
Form 4
March 14, 2012

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 *
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)
03/13/2012

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)

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/13/2012		M		5,000	A	\$ 24.405
Common Stock, par value \$0.01 per share	03/13/2012		S		5,000	D	\$ 74
Common Stock, par	03/13/2012		M		10,000	A	\$ 19.42
					25,187	D	

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/13/2012

S 10,000 D \$ 74 15,187 D

Common
Stock, par
value
\$0.01 per
share

03/13/2012

S 1,290 D \$ 74 13,897 D

Common
Stock, par
value
\$0.01 per
share

1,000

I

By
Trustees
(1)

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

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(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
Stock Option (Right to Buy) ⁽²⁾	\$ 24.405	03/13/2012		M	5,000	⁽³⁾ 06/05/2012	Common Stock, par value \$0.01 per share	5,000
Stock Option (Right to Buy) ⁽²⁾	\$ 19.42	03/13/2012		M	10,000	⁽⁴⁾ 02/25/2013	Common Stock, par value \$0.01 per	10,000

Reporting Owners

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

Signatures

/s/ Donald J. Kabat	03/14/2012
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**Signature of Reporting Person	Date
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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 1996 Non-Employee Director Stock Incentive Plan, as amended.
 - (3) The option vested in three equal installments on each of June 5, 2003, June 5, 2004 and June 5, 2005.
 - (4) The option vested in three equal installments on each of February 25, 2004, February 25, 2005 and February 25, 2006.

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.