DAVID LEONARD A

Form 4

March 12, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAVID LEONARD A			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)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O HENRY SCHEIN, INC., 135			03/08/2012	X Officer (give title Other (specify below)		
DURYEA ROAD				Senior Vice President, CCO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MELVILLE, NY 11747				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly 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)	on(A) or Dis (Instr. 3, 4	(A) or		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	03/08/2012		M	Amount 19,964	(D)	Price \$ 39.43	55,890	D	
Common Stock, par value \$0.01 per share	03/08/2012		S	19,964	D	\$ 73.37 (1)	35,926	D	
Common Stock, par value \$0.01 per share	03/08/2012		M	8,250	A	\$ 47.31	44,176	D	

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Common Stock, par value \$0.01 per share	03/08/2012	S	8,250	D	\$ 73.37 (2)	35,926	D	
Common Stock, par value \$0.01 per share	03/09/2012	A	6,886 (3)	A	\$ 0	42,812	D	
Common Stock, par value \$0.01 per share	03/09/2012	F	5,817 (4)	D	\$ 73.93	36,995	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						3,175	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)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		civative Expiration Date purities (Month/Day/Year) quired (A) Disposed of str. 3, 4,		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	\$ 39.43	03/08/2012		M		19,964	<u>(6)</u>	03/09/2015	Common Stock, par value	19,964

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Buy) (5)							\$0.01 per share	
Stock Option (Right to Buy) (5)	\$ 47.31	03/08/2012	М	8,250	<u>(7)</u>	03/02/2016	Common Stock, par value \$0.01 per share	8,250

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. 03/12/2012

**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 \$73.36 to \$73.47 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 \$73.35 to \$73.48 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.
- Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 1994 Stock Incentive Plan that vested on (3) March 9, 2012 in connection with the issuer exceeding the performance target with respect to the reporting person's March 9, 2009 grant of performance-based restricted stock.
- (4) Represents the surrender of shares to the issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 9, 2009 grant of performance-based restricted stock.
- (5) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
- (6) The option vests in four equal installments on each of March 9, 2006, March 9, 2007, March 9, 2008 and March 9, 2009.
- (7) The option vests in four equal installments on each of March 2, 2007, March 2, 2008, March 2, 2009 and March 2, 2010.

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Reporting Owners 3