

HAMBURG MARGARET A
Form 4
May 22, 2009

FORM 4

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

OMB APPROVAL

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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 *
HAMBURG MARGARET 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)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2009

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Director

(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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/20/2009		M		20,000	A	\$ 32.15
Common Stock, par value \$0.01 per share	05/20/2009		M		15,000	A	\$ 35.49
Common Stock, par value \$0.01 per share	05/20/2009		M		15,000	A	\$ 39.43

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Common Stock, par value \$0.01 per share	05/20/2009	S	50,000	D	\$ 45.09 <u>(1)</u>	12,235	D
Common Stock, par value \$0.01 per share	05/20/2009	S	1,000	D	\$ 45.38 <u>(2)</u>	11,235	D
Common Stock, par value \$0.01 per share	05/19/2009	D ⁽³⁾	11,235	D	\$ 0	0	D

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.15	05/20/2009		M	20,000	<u>(4)</u>	08/19/2009 ⁽⁵⁾	Common Stock, par value \$0.01 per share	20,000
Stock Option (Right to Buy)	\$ 35.49	05/20/2009		M	15,000	<u>(6)</u>	08/19/2009 ⁽⁵⁾	Common Stock, par value \$0.01 per share	15,000
Stock Option (Right to Buy)	\$ 39.43	05/20/2009		M	15,000	<u>(7)</u>	08/19/2009 ⁽⁵⁾	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAMBURG MARGARET A C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747	Former Director

Signatures

/s/ Margaret A.
Hamburg

05/22/2009

**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) The price reflects a weighted average of sales made at prices ranging from \$44.84 to \$45.32 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.
 - (2) The price reflects a weighted average of sales made at prices ranging from \$45.38 to \$45.39 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) Dr. Hamburg's time-based restricted stock and restricted stock units that were subject to her continued service as a member of the Issuer's Board of Directors until four years from their respective grant dates were forfeited on May 19, 2009 when she resigned from the Board.
 - (4) The option vested in three equal installments on each of November 10, 2004, November 10, 2005 and November 10, 2006.
 - (5) Dr. Hamburg resigned from the Issuer's Board of Directors on May 19, 2009. By its terms, the option expires 3 months from Dr. Hamburg's resignation date.
 - (6) The option vested in four equal installments on each of February 18, 2005, February 18, 2006 and February 18, 2007 and February 18, 2008.
 - (7) The option vested in four equal installments on each of March 9, 2006, March 9, 2007 and March 9, 2008 and March 9, 2009.

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.