ZACK MICHAEL

Form 4 March 10, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

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

2. Issuer Name and Ticker or Trading

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 *

ZACK MICHAEL			2. Issuer Name and Ticker or Trading Symbol					Issuer			
	HENRY	HENRY SCHEIN INC [HSIC]					(Check all applicable)				
(Last) (First) (Middle) C/O HENRY SCHEIN, INC., 135 DURYEA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2011					Director 10% Owner Nother (give title Other (specify below) President of Int'l Group			
MELVILLE	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	m						Person			
Table 1 - Won-Derivative Securities Acquired, Disposed of, of Der									f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01 per share	03/09/2011			A	9,359 (1)	A	\$ 69.45	47,399	D		
Common Stock, par value \$0.01 per share								400	I	By Son	
Common Stock, par value \$0.01 per share								3,450	I	By 401(k) plan	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Ionth/Day/Year)		Underlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)]
	Derivative				Securities						(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						•	Expiration		Number		
							Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZACK MICHAEL C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747

President of Int'l Group

Signatures

/s/ Michael Zack

03/10/2011

**Signature of Reporting Person Date

Explanation of Responses:

achieved that is below 100% of target (i.e., shortfall).

- * 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).

Grant of restricted stock units (RSUs) pursuant to the Issuer's 1994 Stock Incentive Plan, as amended. 65% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for the Issuer. 35% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued performance of services for the Issuer. With respect to the performance-based RSUs, if the continued service requirement is satisfied and achievement of the performance goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal

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