KABAT DONALD J

Form 4

March 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

` 71	1 /									
1. Name and Address of Reporting Person * KABAT DONALD J			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)		of Earliest T Day/Year)	Γransaction		_X_ Director	••	ŕ	
C/O HENRY SCHEIN, INC., 135 DURYEA ROAD			03/13/2009				Officer (give to below)	titleOthe	er (specify	
	(Street)		4. If Am	endment, E	Date Original		6. Individual or Jo	int/Group Filin	g(Check	
MELVILLI	E, NY 11747		Filed(Mo	onth/Day/Yea	ar)		Applicable Line) _X_ Form filed by O Form filed by M	1 0		
							Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transacti	4. Securities According Disposed of (5. Amount of Securities	6. Ownership	7. Nature of	

		140	1011	Delliani	becu	rines ricqui	rea, Disposea or,	or beneficial	iy Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form Owned Direct Following or Inc Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	03/13/2009		M	Amount 3,000	(D)	\$ 10.75	14,235	D	
Common Stock, par value \$0.01 per share	03/13/2009		S	3,000	D	\$ 37.5444 (1)	11,235	D	
Common Stock, par							2,000	I	By Trustees

(2) value \$0.01 per

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

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(9-02)

8. 1 De Sec (In

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		cisable and late (Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	\$ 10.75	03/13/2009		M	3,000	<u>(4)</u>	04/06/2009	Common Stock, par value \$0.01 per share	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
KABAT DONALD J							

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

X

Signatures

share

/s/ Donald J. 03/17/2009 Kabat

**Signature of Date Reporting Person

2 Reporting Owners

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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).
- The price reflects a weighted average of sales made at prices ranging from \$37.5408 to \$37.60 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.
- (2) Represents shares held by Mr. Kabat and his wife, as co-trustees of a trust for the benefit of Mr. Kabat's wife.
- (3) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan, as amended.
- (4) The option vested in three equal installments on each of April 6, 2000, April 6, 2001 and April 6, 2002.

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.