

DAVID LEONARD A
Form 4
March 11, 2009

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 *
DAVID LEONARD A

(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)

03/09/2009

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)

Senior Vice President, CCO

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 Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Common Stock, par value \$0.01 per share	03/09/2009		A		9,294 (1)	A	\$ 0 22,317	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

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

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.