

BERGMAN STANLEY M
Form 4
May 05, 2006

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 *
BERGMAN STANLEY M

2. Issuer Name and Ticker or Trading Symbol
SCHEIN HENRY 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)
05/04/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(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 Price (D) | | |
| Common Stock, par value \$0.01 | 05/04/2006 | | S | | 778 D \$ 46.11 | 0 | I By Son |
| Common Stock, par value \$0.01 | 05/04/2006 | | S | | 100 D \$ 46.39 | 6,030 | I By Trustees (1) |
| Common Stock, par value \$0.01 | 05/04/2006 | | S | | 2,000 D \$ 46.37 | 4,030 | I By Trustees (1) |
| Common Stock, par | 05/04/2006 | | S | | 100 D \$ 46.4 | 3,930 | I By Trustees |

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| | | | | | | | | | |
|---|------------|---|-----|---|----------|-----------|---|--|-----------------|
| value \$0.01 | | | | | | | | | (1) |
| Common Stock, par value \$0.01 | 05/04/2006 | S | 100 | D | \$ 46.4 | 3,830 | I | | By Trustees (1) |
| Common Stock, par value \$0.01 | 05/04/2006 | S | 100 | D | \$ 46.38 | 3,730 | I | | By Trustees (1) |
| Common Stock, par value \$0.01 | 05/04/2006 | S | 100 | D | \$ 46.4 | 3,630 | I | | By Trustees (2) |
| Common Stock, par value \$0.01 | 05/02/2006 | G | 400 | D | \$ 0 (3) | 31,197 | D | | |
| Common Stock, par value \$0.01 | | | | | | 1,254,235 | I | | By Trustees (4) |
| Common Stock, par value \$0.01 (Restricted) | | | | | | 10,569 | D | | |
| Common Stock, par value \$0.01 | | | | | | 3,830 | I | | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYEAL ROAD MELVILLE, NY 11747 | X | | Chairman, CEO | |

Signatures

/s/ Stanley M.
Bergman

05/05/2006

 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).

- Represents shares held by (i) Lawrence O. Sneag as trustee of a trust for the benefit of Stanley M. Bergman's son, Paul Bergman, and (ii) Mr. Bergman's sons as trustees of a trust for the benefit of the Greenidge family, wherein Stanley M. Bergman is the grantor. Of the
- (1) shares listed in Column 5 of this row that are attributable to Mr. Bergman, he disclaims beneficial ownership with respect to 3,630 shares held in trust by his sons for the benefit of the Greenidge family except to the extent of his pecuniary interest. On March 17, 2006, the Greenidge family trust sold 1,000 shares of common stock of the issuer.
 - (2) Represents shares held by Mr. Bergman's sons as trustees of a trust for the benefit of the Greenidge family, wherein Stanley M. Bergman is the grantor. Mr. Bergman disclaims beneficial ownership with respect to these shares except to the extent of his pecuniary interest.
 - (3) Gift, not applicable.
 - (4) Represents shares held by Stanley M. Bergman's wife and Lawrence O. Sneag as co-trustees of the Stanley M. Bergman Continuing Trust dated September 15, 1994.

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.