OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per

response. . . 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

	k box if no longer subje continue. See Instruction		3. Form 4 or F	orm 5 obligations	
[_] Form	3 Holdings Reported				
[_] Form	4 Transactions Reported				
	and Address of Reporting				
Kabat 			J.		
(Last)		(First)	(Mido	le)	
135 Durye	Schein, Inc. a Rd.				
		(Street)			
Melville		New York	117		
(City)		(State)	(Zi		
2. Issu	er Name and Ticker or Tra	ding Symbol			
Henry Sch	ein, Inc. (HSIC)				
3. IRS	Identification Number of	Reporting Person	n, if an Entit	y (Voluntary)	
4. Stat	ement for Month/Year				
Fiscal ye	ar ended December 28, 200	2			
5. If A	mendment, Date of Origina	l (Month/Year)			
6. Rela	tionship of Reporting Per	son to Tesuar			
	ck all applicable)	Soil to Issuel			
[x]	Director	[_]] 10% Owner	:6. h-1)	
L_J	Officer (give title belo	w) L] Other (spec	city below)	
	vidual or Joint/Group Fil	ing			
	ck applicable line)				
	Form filed by one Report Form filed by more than		erson		
=======				============	
	Table I Non-Derivati or Be	ve Securities Ac eneficially Owned		osed of,	
=======	=======================================			=======================================	
				4.	5. Amount of
				Securities Acquired (A) or	Securities
	2.	2A.Deemed	2	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned at End
	Transaction	Execution	3.		 of Issuer's

Date, if any (Month/

Day/Year)

Transaction

(Instr. 8)

Code

(A)

(D)

Price

or

Amount

1. Title of Security

(Instr. 3)

Date

(Month/

Day/Year)

6. Ownership

Fiscal Year

(Instr. 3

and 4)

Form: Direct

(D) or

Indirect

Nature of Indirect Beneficial

(I) Ownership (Instr.4) (Instr. 4)

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(0ver) SEC 2270 (9-02)

Page 1 of 2

FORM 5 (continued)

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

	3A. Deemed 3. Execution Trans- Date, action if Date any (Month/ (Month/	on 4. Trans- action Code	(Instr. 3, 4 and 5)	Expirati (Month/D Date Exer-	ion Date Day/Year) Expira- tion	of Underl Securitie (Instr. 3	lying es 3 and 4) Amount or Number of	8. Price of Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr 4)
\$40.82	3/5/02	A	5,000	(3)	3/5/12	Common Stock	5,000		5,000	D	
\$40.82	3/5/02	A	2,500	(3)	3/5/12	Common- Stock	2,500		2,500	D	
\$48.81	6/5/02	A	2,500	(3)	6/5/12	Common- Stock	2,500		2,500	D	
-	Conversion or Exercise Price of Derivative Security \$40.82	Conversion or Exer- 3A. Deemed Cise 3. Execution Price Trans- Date, of action if Deriv- Date any ative (Month/ (Month/ Secur- Day/ Day/ ity Year) \$40.82 3/5/02 \$40.82 3/5/02	Conversion or Exer- 3A. Deemed cise 3. Execution Price Trans- Date, 4. of action if Trans- Deriv- Date any action ative (Month/ (Month/ Code Secur- Day/ Day/ (Instr. ity Year) Year) 8) \$40.82 3/5/02 A \$40.82 3/5/02 A	Conversion	Conversion	Conversion	Conver- sion	Sign	Conver- sion Number of Derivative Securities Date Securities Date Securities Derivation Acquired (A) Price Trans- Date, 4. or Disposed of action if Trans- of (D) Deriv- Date any action (Instr. 3, ative (Month/ (Month/ Code 4 and 5)) Secur- Day/ Day/ (Instr	Number of Of Operivative Securities Date Securities Price Benecise Securities Date Securities Price Benecise Securities Date Securities Date Securities Date Securities Deriv Date Dat	2. Conver- sion Number of or Deriv- cise 3. Execution Acquired (A) Price Trans- Date, 4. or Disposed of action if Trans- Deriv- Date any action (Instr. 3, ative (Month/Day/Year) Deriv- Date any action (Instr. 3, ative (Month/Month/Code 4 and 5) Secur- Day/ Day/ (Instr

Explanation of Responses:

- Acquired pursuant to the Issuer's 1996 Non-Employee Director Stock Option Plan.
- (2) Acquired pursuant to the Issuer's 2001 Non-Employee Director Stock Option Plan.
- (3) Pursuant to the terms of the stock option agreement between the Issuer and the Reporting Person, the option becomes exercisable in three (3) equal annual installments beginning on the first (1st) anniversary of the grant date specified in Column 3.

/s/ Donald J. Kabat	February 11, 2003
**Signature of Reporting Person	Date

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

SEC 2270 (9-02)

 $[\]star\star$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations.