SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Chock th	nis box if no longer subject to
Section :	16. Form 4 or Form 5
obligatio	ns may continue. See
Instructio	on 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response:	0.5								

1	dress of Reporting Pe		2. Issuer Name and Ticker or Trading Symbol SCHEIN HENRY INC [HSIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
BRESLAWSKI JAMES P		<u>r</u>		X	Director	10% Owner				
(Last) (First) (Middle) C/O HENRY SCHEIN, INC.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)				
			03/02/2006		President,	COO				
135 DURYE	A ROAD									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filii	ng (Check Applicable				
MELVILLE	NY	11747		X	Form filed by One Re	porting Person				
			—		Form filed by More the Person	an One Reporting				
(City)	(State)	(Zip)								

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock, par value \$0.01 (Restricted) ⁽¹⁾	03/02/2006		A		8,719	A	\$0.00	8,719	D		
Common Stock, par value \$0.01								177,604	D		
Common Stock, par value \$0.01								3,085	Ι	401(k)	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to buy) ⁽¹⁾	\$47.31	03/02/2006		A		27,282		(2)	03/02/2016	Common Stock, par value \$0.01	27,282	\$0.00	27,282	D	

Explanation of Responses:

1. Acquired pursuant to the Issuer's 1994 Stock Incentive Plan.

2. Pursuant to the terms of the stock option agreement between the Issuer and the Reporting Person, the option becomes exercisable in four (4) equal annual installments beginning on the first (1st) anniversary of the grant date specified in Column 3.

Remarks:

/s/ James P. Breslawski

** Signature of Reporting Person

03/03/2006 Date

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

* 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).

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

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 Number.