SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\Box	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

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

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

1. Name and Addre	1 0	son [*]	2. Issuer Name and Ticker or Trading Symbol <u>SCHEIN HENRY INC</u> [HSIC]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(1 +)		() (: - - -)	3. Date of Earliest Transaction (Month/Day/Year)	X	below)	below)
(Last)	(First)	(Middle)			President of Med	ical Croup
C/O HENRY SO	CHEIN, INC.		03/02/2006		Fleshelit of Med	
135 DURYEA I	ROAD					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filin	g (Check Applicable
(Ctro ot)				Line)		
(Street)				X	Form filed by One Rep	orting Person
MELVILLE	NY	11747				
					Form filed by More tha Person	n 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)			ction Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$0.01 (Restricted) ⁽¹⁾	03/02/2006		A		5,570	Α	\$0.00	5,570	D		
Common Stock, par value \$0.01								2,734	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		17,426		(2)	03/02/2016	Common Stock, par value \$0.01	17,426	\$0.00	17,426	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/ Michael Racioppi

<u>03/03/2006</u>

** Signature of Reporting Person 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.