SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Addr MLOTEK N	ess of Reporting Pe <mark>IARK E</mark>	rson*	2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]		ationship of Reporting Per < all applicable) Director	son(s) to Issuer 10% Owner
1	ast) (First) (Middle CO HENRY SCHEIN, INC. 35 DURYEA ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2008	- x	Officer (give title below) EVP of Corp. Bu	Other (specify below)
(Street) MELVILLE (City)	NY (State)	11747 (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indiv Line) X	vidual or Joint/Group Filing Form filed by One Rep Form filed by More tha Person	orting 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. 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)		(1130. 4)
Common Stock, par value \$0.01 per share (Restricted) ⁽¹⁾	03/03/2008		A		6,261	A	\$0.00	20,148	D	
Common Stock, par value \$0.01 per share								800	I	By children
Common Stock, par value \$0.01 per share								1,747	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)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		tion Date of Securities		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⁾	\$59.89	03/03/2008		A		28,757		(2)	03/03/2018	Common Stock, par value \$0.01 per share	28,757	\$0.00	28,757	D	

Explanation of Responses:

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

2. The option vests in four equal installments on each of March 3, 2009, March 3, 2010 and March 3, 2011 and March 3, 2012.

Remarks:

/s/ Mar<u>k E. Mlotek</u>

** Signature of Reporting Person

03/05/2008

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.