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 su	biect to
Section 16. Form 4 or Form 5	
obligations may continue. See	è
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 Addre	ss of Reporting Pers	son*	2. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC</u> [HSIC]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
(Last) C/O HENRY S(135 DURYEA I		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2007	Senior Advisor	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 Filin Form filed by One Reg Form filed by More that 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)				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 Stock) ⁽¹⁾	03/05/2007		A		6,754	A	\$0.00	13,887	D		
Common Stock, par value \$0.01								1,900	D		
Common Stock, par value \$0.01								100	Ι	By Trustees ⁽²⁾	
Common Stock, par value \$0.01								48	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 Ex		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⁾	\$51.23	03/05/2007		A		25,329		(3)	03/05/2017	Common Stock, par value \$0.01	25,329	\$0.00	25,329	D	

Explanation of Responses:

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

2. Represents shares held by Mr. Komaroff's sons, as co-trustees, of a trust for the benefit of Mr. Komaroff's grandson.

3. 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:

<u>/s/ Stanley Komaroff</u> ** Signature of Reporting Person 03/06/2007 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.