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	Idress of Reporting F		2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]		tionship of Reporting Pe all applicable)	erson(s) to Issuer			
DRESLAV	V SIXI JAIVILS	<u>r</u>		X	Director	10% Owner			
				_ x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O HENRY	SCHEIN, INC.		03/03/2008		President,	COO			
135 DURYE	A ROAD								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable				
(Street)				Line)					
MELVILLE	NY	11747		X Form filed by One F					
,					Form filed by More th 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 per share (Restricted) ⁽¹⁾	03/03/2008		A		7,513	A	\$0.00	24,489	D				
Common Stock, par value \$0.01 per share								152,604	D				
Common Stock, par value \$0.01 per share								3,155	I	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 Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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		34,509		(2)	03/03/2018	Common Stock, par value \$0.01 per share	34,509	\$0.00	34,509	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/ James P. Breslawski

** 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.