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 Address of Reportir KABAT DONALD J	g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>SCHEIN HENRY INC</u> [HSIC]	(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) C/O HENRY SCHEIN, INC	(Middle)	- 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2005		Officer (give title below)	Other (specify below)				
135 DURYEA ROAD		4. If Amendment, Date of Original Filed (Month/Day/Year)	ng (Check Applicable						
(Street) MELVILLE NY	11747	_	Line) X	Form filed by One Re Form filed by More th Person					
(City) (State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Ti	tle of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,		iction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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)

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⁾	\$39.43	03/09/2005		A		15,000		(2)	03/09/2015	Common Stock, par value \$0.01	15,000	\$0.00	15,000	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/ Donald J. Kabat

03/10/2005

** Signature of Reporting Person

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.

Date

OMB APPROVAL