

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN THE STATEMENTS
FILED PURSUANT TO RULES 13d-1(b) AND (c) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

HENRY SCHEIN, INC.
(Name of issuer)

Common Stock, par value \$0.01 per share
(Title of class of securities)

806407102
(CUSIP number)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 806407102

13G

1 NAME OF REPORTING PERSON
Leslie J. Levine

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF	5	SOLE VOTING POWER	
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	2,809,879
OWNED BY			

EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 2,809,879

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,809,879

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.0%

12 TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1(a). Name of Issuer:

The name of the Issuer is Henry Schein, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the Company's principal executive office is 135 Duryea Road, Melville, New York 11747.

Item 2(a). Name of Person Filing:

The name of the person filing is Leslie J. Levine.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of Mr. Levine's principal business office is c/o Ackerman, Levine & Cullen LLP, 175 Great Neck Road, Great Neck, New York 11021.

Item 2(c). Citizenship:

Mr. Levine is a United States citizen.

Item 2(d). Title of Class of Securities

This Schedule relates to the Common Stock, par value \$.01 per share ("Common Stock") of the Company.

Item 2(e). CUSIP Number:

The CUSIP number of the Common Stock is 806407102.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a: Not Applicable

(a) [] Broker or Dealer registered under Section 15 of the Act

(b) [] Bank as defined in section 3(a)(6) of the Act

(c) [] Insurance Company as defined in section 3(a)(19) of the Act

(d) [] Investment Company registered under section 8 of the Investment Company Act

(e) [] Investment Advisor registered under section 203 of the Investment Advisors Act of 1940

(f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee

- (g) [] Parent Holding Company, in accordance with
13d-1(b)(1)(ii)(G) (Note: See Item 7)
- (h) [] Group, in accordance with 13d-1(b)(1)(ii)(H)

Item 4. Ownership

As of December 31, 1997, Mr. Levine was the beneficial owner of 2,809,879** shares of Common Stock, which represents 8.0% of the class. As of December 31, 1997, Mr. Levine shared the power to vote, or direct the vote of, and dispose, or direct the disposition of, 2,809,879 shares of Common Stock in his capacity as co-trustee of four trusts established by Marvin H. Schein under Trust Agreements dated September 9, 1994, May 15, 1995, April 5, 1996 and April 9, 1997 and two charitable trusts established by Marvin H. Schein under Trust Agreements dated September 12, 1994 and December 26, 1995 (collectively, the "Trusts").

** Does not include 5,082,737 shares of Common Stock (other than the shares included in Item 4) held by certain other stockholders of the Company that are subject to the Amended and Restated HSI Agreement ("HSI Agreement"), dated as of February 16, 1994, between certain of the Company's stockholders and the Company, which generally provides that (a) the Voting Trust under agreement dated September 30, 1994 among certain stockholders of the Company and Stanley M. Bergman, as voting trustee (the "Voting Trust"), Pamela Schein, the Trust established by Pamela Joseph under Trust Agreement dated February 14, 1994, Marvin H. Schein, Stanley M. Bergman, Martin Sperber, James P. Breslawski, and Steven Paladino, (b) the spouse (or former spouse), children, grandchildren or direct lineal descendants of, or parents of, any of the persons in (a), (c) any estate of the persons in (b), (d) any executor, guardian, committee, or other fiduciary acting in such capacity (and the estates and trusts for which they so act) solely on behalf or for the benefit of any person referred to in (a) or (b), and (e) any entity owned exclusively by any person referred to in (a) and/or the individuals or entities referred to in (b), (c) or (d), must vote all shares of the Company's voting securities over which they have voting control for the Company's nominees to the Board of Directors, which nominees are selected in part by each of Stanley M. Bergman, Marvin H. Schein, Pamela Joseph, and Pamela Schein. Pursuant to

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Marvin H. Schein, as co-trustee of the Trusts, and the Trusts shared the right with Mr. Levine to direct the receipt of dividends from, or the proceeds from the sale of, the 2,809,879 shares of Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of the Group

Not applicable.

Item 10. Certification

Not applicable.

the HSI Agreement, Stanley M. Bergman, Marvin H. Schein, Pamela Joseph, and Pamela Schein will each select a certain number of nominees for the Company's Board of Directors in accordance with the HSI Agreement until the earlier of the termination of the Voting Trust or January 1, 1999, subject to extension under certain conditions to January 1, 2004, unless certain changes occur in Marvin Schein's ownership of Common Stock or other changes occur in the Company's management. Currently, Mr. Schein, Ms. Joseph, and Ms. Schein are entitled to select one nominee each to the Board of Directors and Mr. Bergman is entitled to select the remaining nominees to the Board of Directors. The Trust disclaims beneficial ownership of such shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 1998

/s/ Leslie J. Levine
Leslie J. Levine