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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burder hours per response: 0.5

| | dress of Reporting P | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>SCHEIN HENRY INC</u> [HSIC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|-----------|----------------------|----------|--|-------------------|--|-----------------------|--|--|--|--|
| PALADIN | <u>O STEVEN</u> | | | X | Director | 10% Owner | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | - x | Officer (give title below) | Other (specify below) | | | | |
| C/O HENRY | SCHEIN, INC. | | 12/15/2005 | | EVP, CFO | | | | | |
| 135 DURYE | A ROAD | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Fili | ng (Check Applicable | | | | |
| MELVILLE | NY | 11747 | | X | Form filed by One Re | porting Person | | | | |
| | | | — | | Form filed by More th Person | an One Reporting | | | | |
| (Citv) | (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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|--|--|---|------------------------------|---|--------|---------------|-----------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, par value \$0.01 per share | 12/15/2005 | | М | | 14,000 | A | \$12.28 | 26,720 | D | |
| Common Stock, par value \$0.01 per share | 12/15/2005 | | S | | 4,000 | D | \$44.4144 | 22,720 | D | |
| Common Stock, par value \$0.01 per share | 12/15/2005 | | S | | 5,000 | D | \$44.435 | 17,720 | D | |
| Common Stock, par value \$0.01 per share | 12/15/2005 | | S | | 5,000 | D | \$44.5 | 12,720 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (e.g., puis, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|---|------------|--|------|---|--|--------|---|--------------------|--|--|--|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | | | | 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⁾ | \$12.28 | 12/15/2005 | | М | | | 14,000 | (2) | 03/13/2007 | Common Stock, par value \$0.01 per share | 14,000 | \$0.00 | 0 | D | |

Explanation of Responses:

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

2. The option vested in three equal installments on each of March 13, 1998, March 13, 1999 and March 13, 2000.

Remarks:

/s/ Steven Paladino

** Signature of Reporting Person

<u>12/16/2005</u> 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.