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 burden										
hours per response:	0.5									

1. Name and Address of Reporting Person [*] BRESLAWSKI JAMES P		1*	2. Issuer Name and Ticker or Trading Symbol SCHEIN HENRY INC [HSIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				Х	Director	10% Owner			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	Х	Officer (give title below)	Other (specify below)			
C/O HENRY SCHEIN, INC.			03/04/2004		Executive Vice Presiden				
135 DURYEA R	OAD								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
MELVILLE	NY	11747		Х	Form filed by One Report	ing Person			
-					Form filed by More than C Person	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. Transaction Code (Instr. 8)		4. Securities Disposed Of	Acquired (D) (Instr	(A) or 3, 4 and 5)	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	03/04/2004		М		16,605	A	\$39.875	105,407	D	
Common Stock	03/04/2004		S		232	D	\$71	105,175	D	
Common Stock	03/04/2004		S		265	D	\$71.01	104,910	D	
Common Stock	03/04/2004		S		2,608	D	\$71.05	102,302	D	
Common Stock	03/04/2004		S		1,550	D	\$71.051	100,752	D	
Common Stock	03/04/2004		S		66	D	\$71.053	100,686	D	
Common Stock	03/04/2004		S		2,462	D	\$71.06	98,224	D	
Common Stock	03/04/2004		S		100	D	\$71.061	98,124	D	
Common Stock	03/04/2004		S		200	D	\$71.065	97,924	D	
Common Stock	03/04/2004		S		1,672	D	\$71.07	96,252	D	
Common Stock	03/04/2004		S		100	D	\$71.075	96,152	D	
Common Stock	03/04/2004		S		950	D	\$71.08	95,202	D	
Common Stock	03/04/2004		S		50	D	\$71.081	95,152	D	
Common Stock	03/04/2004		S		250	D	\$71.1	94,902	D	
Common Stock	03/04/2004		S		100	D	\$71.101	94,802	D	
Common Stock	03/04/2004		S		100	D	\$71.106	94,702	D	
Common Stock	03/04/2004		S		2,726	D	\$71.12	91,976	D	
Common Stock	03/04/2004		S		100	D	\$71.13	91,876	D	
Common Stock	03/04/2004		S		600	D	\$71.14	91,276	D	
Common Stock	03/04/2004		S		200	D	\$71.15	91,076	D	
Common Stock	03/04/2004		S		200	D	\$71.16	90,876	D	
Common Stock	03/04/2004		S		400	D	\$71.17	90,476	D	
Common Stock	03/04/2004		S		100	D	\$71.171	90,376	D	
Common Stock	03/04/2004		S		400	D	\$71.18	89,976	D	
Common Stock	03/04/2004		S		161	D	\$71.2	89,815	D	
Common Stock	03/04/2004		S		50	D	\$71.22	89,765	D	
Common Stock	03/04/2004		S		430	D	\$71.25	89,335	D	
Common Stock	03/04/2004		S		533	D	\$71.26	88,802	D	

 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) 1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Ésecurity Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	An entry (e.g., if any (e.g., (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	8) 4. Transa Code (ction	Secu Acq (A) Disp Disp	wittes urities urited wired wittes wittes yativestr. wittes urites urites	Chirden Diss Expiration Da (MANHADAS) 6. Date Exerc Expiration Da (Month/Day/Y	isable and ate	or Beneficially of Securities Derivative Security- (Instr. 3 and 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Christed f Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Pollemage of Regivative Regivative Regivative Mensefigially Owned	10. Ownership Form: Direct (D) or indirect (Instr. 4) Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A) (Disp of (D	or losed) (Instr. and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares Amount		Following Reported Transaction(s) (Instr. 4)	(l) (Instr. 4)	(
Stock Option (Right to -buy) ⁽¹⁾	\$39.875	03/04/2004		M Code	v	(A)	16,605 (D)	Date ⁽²⁾ Exercisable	03/17/2008 Date	Common Ti ^{Stock}	or Number 16,605 Shares	\$0	895	D	

Explanation of Responses:

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

2. The option vested in three equal installments on March 17, 1999, March 17, 2000 and March 17, 2001.

<u>/s/ James P. Breslawski</u>

** Signature of Reporting Person

03/08/2004 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

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