

SCHEIN HENRY INC
Form 4
May 17, 2006

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVID LEONARD A

(Last) (First) (Middle)

C/O HENRY SCHEIN, INC., 135
DURYEA ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCHEIN HENRY INC [HSIC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Senior Vice President, CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock, par value \$0.01	05/16/2006		M		5,675 A \$ 14.3125	8,275	D
Common Stock, par value \$0.01	05/16/2006		M		19,000 A \$ 20.41	27,275	D
Common Stock, par value \$0.01	05/16/2006		S		19,375 D \$ 48.3	7,900	D
Common Stock, par	05/16/2006		S		200 D \$ 48.31	7,700	D

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value \$0.01								
Common Stock, par value \$0.01	05/16/2006	S	100	D	\$ 48.32	7,600	D	
Common Stock, par value \$0.01	05/16/2006	S	5,000	D	\$ 48.35	2,600	D	
Common Stock, par value \$0.01 (Restricted)						3,963	D	
Common Stock, par value \$0.01						1,200	I	By Spouse as Trustee for Child
Common Stock, par value \$0.01						1,200	I	By Spouse as Trustee for Child
Common Stock, par value \$0.01						2,833	I	401(k)

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 14.3125	05/16/2006		M	5,675	(2) 03/01/2011	Common Stock, par	5,675

(Right to buy) ⁽¹⁾								value	
								\$0.01	
Stock Option (Right to buy) ⁽¹⁾	\$ 20.41	05/16/2006		M	19,000	⁽³⁾	03/05/2012	Common Stock, par value	19,000
								\$0.01	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVID LEONARD A C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11747			Senior Vice President, CCO	

Signatures

/s/ Leonard A.
David

05/17/2006

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Acquired pursuant to the Issuer's 1994 Stock Incentive Plan.
- (2) The option vested in three equal installments on each of March 1, 2002, March 1, 2003 and March 1, 2004.
- (3) The option vested in three equal installments on each of March 5, 2003, March 5, 2004 and March 5, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.