SCHEIN HENRY INC

Form 4 May 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MLOTEK MARK E Issuer Symbol SCHEIN HENRY INC [HSIC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner Other (specify X_ Officer (give title C/O HENRY SCHEIN, INC., 135 05/08/2006 below) below) **DURYEA ROAD** EVP of Corp. Bus. Devel. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MELVILLE, NY 11747

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acquirec	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock, par value \$0.01	05/08/2006		M	7,504	A	\$ 14.3125	7,504	D	
Common Stock, par value \$0.01	05/08/2006		M	18,126	A	\$ 19.42	25,630	D	
Common Stock, par value \$0.01	05/08/2006		S	5,000	D	\$ 47.1956	20,630	D	
Common Stock, par	05/08/2006		S	5,000	D	\$ 47.228	15,630	D	

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value \$0.01								
Common Stock, par value \$0.01	05/08/2006	S	5,000	D	\$ 47.2562	10,630	D	
Common Stock, par value \$0.01	05/08/2006	S	5,630	D	\$ 47.267	5,000	D	
Common Stock, par value \$0.01	05/08/2006	S	5,000	D	\$ 47.2875	0	D	
Common Stock, par value \$0.01 (Restricted)						7,133	D	
Common Stock, par value \$0.01						800	I	By Children
Common Stock, par value \$0.01						1,676	I	401(k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 14.3125	05/08/2006		M	7,504	<u>(1)</u>	03/01/2011	Common Stock, par value \$0.01	7,504
Stock Option	\$ 19.42	05/08/2006		M	18,126	(2)	02/25/2013	Common Stock, par	18,126

(9-02)

(Right to value buy) \$0.01

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
MLOTEK MARK E C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		EVP of Corp. Bus. Devel.				

Signatures

/s/ Mark E.
Mlotek

**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) The option vested in three equal installments on each of March 1, 2002, March 1, 2003 and March 1, 2004.
- (2) The option vested in three equal installments on each of February 25, 2004, February 25, 2005 and February 25, 2006.

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.

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