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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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction

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).

(C:tr.)

(State)

(7:m)

(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 DAVID LEONARD A Issuer Symbol SCHEIN HENRY INC [HSIC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O HENRY SCHEIN, INC., 135 05/16/2006 below) **DURYEA ROAD** Senior Vice President, CCO (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 MELVILLE, NY 11747 Person

(City)	(State) (2	Table Table	I - Non-D	erivative S	ecurit	ties Acquire	d, Disposed of, or	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. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
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.								
			inform require	ation ed to	o respond contained respond ur urrently va	in this form less the fo	m are not orm	SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of 6. Date Exercisable and		cisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4) 5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				(
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration	Title	or
						Exercisable	Date	THE	Number
				Code V	(A) (D)				of Shares
Stock Option	\$ 14.3125	05/16/2006		M	5,675	(2)	03/01/2011	Common Stock, par	5,675

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(Right to buy) $\frac{(1)}{}$						value \$0.01
Stock Option (Right to buy) (1)	\$ 20.41	05/16/2006	М	19,000	(3)	O3/05/2012 Common Stock, par value \$0.01

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVID LEONARD A C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747

Senior Vice President, CCO

Signatures

/s/ Leonard A.
David

**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.

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