

BENJAMIN GERALD A
Form 4
March 03, 2005

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 *
BENJAMIN GERALD A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Street)
MELVILLE, NY 11783

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

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

(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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01	03/02/2005		M		24,028 A \$ 10.75	37,348	D
Common Stock, par value \$0.01	03/02/2005		M		8,206 A \$ 5.9063	45,554	D
Common Stock, par value \$0.01	03/02/2005		S		12,234 D \$ 37.85	33,320	D

Common Stock, par value \$0.01	03/02/2005	S	10,000	D	\$ 38.68	23,320	D
Common Stock, par value \$0.01	03/02/2005	S	10,000	D	\$ 39.25	13,320	D

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

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 control number.

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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
Stock Options (right to buy) ⁽¹⁾	\$ 10.75	03/02/2005		M	24,028	⁽²⁾ 04/06/2009	Common Stock, par value \$0.01	24,028
Stock Options (right to buy) ⁽¹⁾	\$ 5.9063	03/02/2005		M	8,206	⁽³⁾ 12/15/2009	Common Stock, par value \$0.01	8,206

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENJAMIN GERALD A C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11783	X		Executive Vice President	

Signatures

/s/ Gerald A.
Benjamin

03/03/2005

__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 April 6, 2000, April 6, 2001 and April 6, 2002.
- (3) The option vested in three equal installments on December 15, 2000, December 15, 2001 and December 15, 2002.

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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