

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN THE STATEMENTS
FILED PURSUANT TO RULES 13d-1(b) (c) AND (d) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)
(Amendment No. 3)

HENRY SCHEIN, INC.
(Name of issuer)

Common Stock, par value \$0.01 per share
(Title of class of securities)

806407102
(CUSIP number)

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

CUSIP No. 806407102

13G

1 NAMES OF REPORTING PERSONS
Leslie J. Levine

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

| | | | |
|--|------------------|--|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 6 7 8 | SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER | 2,510,006 |
|--|------------------|--|-----------|

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,510,006

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.3%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1(a). Name of Issuer:

The name of the Issuer is Henry Schein, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the Company's principal executive office is 135 Duryea Road, Melville, New York 11747.

Item 2(a). Name of Person Filing:

The name of the person filing is Leslie J. Levine.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of Mr. Levine's principal business office is c/o Ackerman, Levine & Cullen LLP, 175 Great Neck Road, Great Neck, New York 11021.

Item 2(c). Citizenship:

Mr. Levine is a United States citizen.

Item 2(d). Title of Class of Securities:

This Schedule relates to the Common Stock, par value \$.01 per share ("Common Stock") of the Company.

Item 2(e). CUSIP Number:

The CUSIP number of the Common Stock is 806407102.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: Not Applicable

- (a) Broker or Dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in section 3(a)(6) of the Exchange Act
- (c) Insurance Company as defined in section 3(a)(19) of the Exchange Act
- (d) Investment Company registered under section 8 of the Investment Company Act
- (e) An Investment Advisor in accordance with Rule 13d-1(b)(1)(iii)(E), registered under section 203 of the Investment Advisors Act of 1940

- (f) An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

As of December 31, 1998, Mr. Levine was the beneficial owner of 2,510,006** shares of Common Stock, which represents 6.3% of the class. As of December 31, 1998, Mr. Levine shared the power to vote, or direct the vote of, and dispose, or direct the disposition of, 2,510,006 shares of Common Stock in his capacity as co-trustee of 4 trusts established by Marvin H. Schein under Trust Agreements dated September 12, 1994, May 15, 1995, April 9, 1997 and December 22, 1998 (collectively, the "Trusts").

** Does not include 3,942,030 shares of Common Stock (other than the shares included in Item 4) held by certain other stockholders of the Company that are subject to the Amended and Restated HSI Agreement ("HSI Agreement"), dated as of February 16, 1994, between certain of the Company's stockholders and the Company, which generally provides that Stanley M. Bergman has the right to direct the nomination of all of the nominees to the Company's Board of Directors. However, if Marvin H. Schein, a principal stockholder and a member of the Board of Directors, does not approve such nominations, Mr. Bergman and Mr. Schein will each nominate that number of nominees equal to one-half of the entire Board, rounded down to the nearest whole number (of which one will be an independent nominee), and the remaining nominee (if there is an odd number of directors) will be selected by the two independent nominees. Until December 31, 2003, (a) Pamela Schein, the Trust established by Pamela Joseph under Trust Agreement dated February 14, 1994, Marvin H. Schein, Stanley M. Bergman, Martin Sperber, James P. Breslawski, and Steven Paladino, (b) the spouse (or former spouse), children, grandchildren or direct

lineal descendants of, or parents of, any of the persons in (a), (c) any estate of the persons in (b), (d) any executor, guardian, committee, or other fiduciary acting in such capacity (and the estates and trusts for which they so act) solely on behalf or for the benefit of any person referred to in (a) or (b), and (e) any entity owned exclusively by any person referred to in (a) and/or the individuals or entities referred to in (b), (c) or (d), must vote all shares of the Company's voting securities over which they have voting control for Mr. Bergman's nominees to the Company's Board of Directors.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Marvin H. Schein , as co-trustee of the Trusts, and the Trusts shared the right with Mr. Levine to direct the receipt of dividends from, or the proceeds from the sale of, the 2,510,006 shares of Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 1998

/s/ Leslie J. Levine
Leslie J. Levine