SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Fotimated suspense burden

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1. Name and Addr DAVID LEC	ess of Reporting Per DNARD A	rson*	2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(1 +)		(14:-1-11-)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Officer (specify below) below)					
(Last)	(First)	(Middle)	03/05/2007	Senior Vice President, CCO					
C/O HENRY S	CHEIN, INC.		05/05/2007	Schior vice resident, CCO					
135 DURYEA	ROAD								
			4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check						
(Street)				Line)					
()				X Form filed by One Reporting Person					
MELVILLE	NY	11747		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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$0.01 (Restricted Stock) ⁽¹⁾	03/05/2007		A		3,758	A	\$0.00	7,721	D	
Common Stock, par value \$0.01								2,600	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								2,856	I	401(k)

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. Transa Code (8)		of Expiratio			Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to buy) ⁽¹⁾	\$51.23	03/05/2007		A		14,092		(2)	03/05/2017	Common Stock, par value \$0.01	14,092	\$0.00	14,092	D	

Explanation of Responses:

1. Acquired pursuant to the Issuer's 1994 Stock Incentive Plan.

2. Pursuant to the terms of the stock option agreement between the Issuer and the Reporting Person, the option becomes exercisable in four (4) equal annual installments beginning on the first (1st) anniversary of the grant date specified in Column 3.

Remarks:

/s/ Leonard A. David

03/06/2007 Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.