

HENRY SCHEIN INC
Form 4
March 21, 2008

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 *
MLOTEK MARK E

(Last) (First) (Middle)

C/O HENRY SCHEIN, INC., 135
DURYEA ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

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

03/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP of Corp. Bus. Devel.

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 per share	03/20/2008		M		9,680 A \$ 20.41	D	
Common Stock, par value \$0.01 per share	03/20/2008		S		152 D \$ 57.4	D	
Common Stock, par value \$0.01 per share	03/20/2008		S		100 D \$ 57.41	D	

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Common Stock, par value \$0.01 per share	03/20/2008	S	500	D	\$ 57.42	8,928	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 57.43	8,728	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 57.44	8,528	D
Common Stock, par value \$0.01 per share	03/20/2008	S	21	D	\$ 57.45	8,507	D
Common Stock, par value \$0.01 per share	03/20/2008	S	600	D	\$ 57.47	7,907	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 57.48	7,707	D
Common Stock, par value \$0.01 per share	03/20/2008	S	700	D	\$ 57.49	7,007	D
Common Stock, par value \$0.01 per share	03/20/2008	S	4,507	D	\$ 57.5	2,500	D
Common Stock, par value \$0.01 per share	03/20/2008	S	500	D	\$ 57.52	2,000	D
Common Stock, par value \$0.01 per share	03/20/2008	S	1,500	D	\$ 57.55	500	D
Common Stock, par value \$0.01 per share	03/20/2008	S	500	D	\$ 57.56	0	D
						20,148	D

Common
Stock, par
value \$0.01
per share
(Restricted)
(1)

Common
Stock, par
value \$0.01
per share

800

I

By
children

Common
Stock, par
value \$0.01
per share

1,747

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 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. Title and Amount of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <u>(1)</u>	\$ 20.41	03/20/2008		M	9,680	<u>(2)</u> 03/05/2012	Common Stock, par value \$0.01 per share	9,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

MLOTEK MARK E
C/O HENRY SCHEIN, INC.
135 DURYEA ROAD
MELVILLE, NY 11747

EVP of
Corp. Bus.
Devel.

Signatures

/s/ Mark E.
Mlotek

03/21/2008

__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 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.

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