

BENJAMIN GERALD A
Form 4
March 20, 2007

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

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

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY 11783

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2007

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, Chief Admin. Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 03/19/2007 | | M | | 344 A \$ 14.3125 | 11,664 | D |
| Common Stock, par value \$0.01 per share | 03/19/2007 | | M | | 42,677 A \$ 20.41 | 54,341 | D |
| Common Stock, par value \$0.01 per share | 03/19/2007 | | S | | 10,030 D \$ 52.12 | 44,311 | D |

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| | | | | | | | | |
|---|------------|---|--------|---|----------|--------|---|--------|
| Common Stock, par value \$0.01 per share | 03/19/2007 | S | 8,000 | D | \$ 52.18 | 36,311 | D | |
| Common Stock, par value \$0.01 per share | 03/19/2007 | S | 2,300 | D | \$ 52.23 | 34,011 | D | |
| Common Stock, par value \$0.01 per share | 03/19/2007 | S | 18,021 | D | \$ 52.25 | 15,990 | D | |
| Common Stock, par value \$0.01 per share | 03/19/2007 | S | 4,670 | D | \$ 52.28 | 11,320 | D | |
| Common Stock, par value \$0.01 per share (Restricted) | | | | | | 13,887 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 3,025 | I | 401(k) |

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

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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 Option | \$ 14.3125 | 03/19/2007 | | M | 344 | <u>(2)</u> 03/01/2011 | Common Stock, par | 344 |

| | | | | | | | | |
|--|----------|------------|--|---|--------|------------|------------|---|
| (right to buy) <u>(1)</u> | | | | | | | | value \$0.01 per share |
| Stock Option (right to buy) <u>(1)</u> | \$ 20.41 | 03/19/2007 | | M | 42,677 | <u>(3)</u> | 03/05/2012 | Common Stock, par value \$0.01 per share 42,677 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENJAMIN GERALD A C/O HENRY SCHEIN, INC. 135 DURYE A ROAD MELVILLE, NY 11783 | X | | EVP, Chief Admin. Officer | |

Signatures

/s/ Gerald A. Benjamin 03/20/2007

*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.
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