

SCHEIN HENRY INC
Form 4
December 03, 2004

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 *
ZACK MICHAEL

(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
SCHEIN HENRY INC [HSIC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2004

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)

Senior VP of Int'l Group

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 (A) or (D) Price		
Common Stock, par value \$0.01 per share	12/03/2004		M		3,000 A \$ 39.875	7,000	D
Common Stock, par value \$0.01 per share	12/03/2004		M		3,000 A \$ 11.8125	10,000	D
Common Stock, par	12/03/2004		S		100 D \$ 67	9,900	D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	12/03/2004	S	100	D	\$ 67.03	9,800	D	
Common Stock, par value \$0.01 per share	12/03/2004	S	2,300	D	\$ 67.1	7,500	D	
Common Stock, par value \$0.01 per share	12/03/2004	S	600	D	\$ 67.21	6,900	D	
Common Stock, par value \$0.01 per share	12/03/2004	S	1,500	D	\$ 67.25	5,400	D	
Common Stock, par value \$0.01 per share	12/03/2004	S	1,100	D	\$ 67.29	4,300	D	
Common Stock, par value \$0.01 per share	12/03/2004	S	300	D	\$ 67.3	4,000	D	
Common Stock, par value \$0.01 per share						200	I	By Child

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)**

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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 Underlying Securities (Instr. 3 and 4)
Stock Options (right to buy) ⁽¹⁾	\$ 39.875	12/03/2004		M	3,000	⁽²⁾ 03/17/2008	Common Stock, par value \$0.01 per share	3,000
Stock Options (right to buy) ⁽¹⁾	\$ 11.8125	12/03/2004		M	3,000	⁽³⁾ 12/15/2009	Common Stock, par value \$0.01 per share	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZACK MICHAEL C/O HENRY SCHEIN, INC. 135 DURYE ROAD MELVILLE, NY 11747			Senior VP of Int'l Group	

Signatures

/s/ Michael Zack
12/03/2004
**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 March 17, 1999, March 17, 2000 and March 17, 2001.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.