

BENJAMIN GERALD A
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BENJAMIN GERALD A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HENRY SCHEIN, INC., 135
DURYEA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2005

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

MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	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	(D)	Price
Common Stock, Par Value \$0.01	08/11/2005		M		30,000	A	\$ 19.9375
Common Stock, Par Value \$0.01	08/11/2005		M		2,598	A	\$ 10.75
Common Stock, Par Value \$0.01	08/11/2005		S		32,598	D	\$ 43

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Common Stock, Par Value \$0.01	08/12/2005	M	2,850	A	\$ 10.75	14,170	D
Common Stock, Par Value \$0.01	08/12/2005	M	4,456	A	\$ 14.3125	18,626	D
Common Stock, Par Value \$0.01	08/12/2005	S	7,306	D	\$ 42.7508	11,320	D

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

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SEC 1474
(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. Amount or Number of Shares
Stock Options <u>(1)</u>	\$ 19.9375	08/11/2005		M	30,000	<u>(2)</u> 03/17/2008	Common Stock	30,000
Stock Options <u>(1)</u>	\$ 10.75	08/11/2005		M	2,598	<u>(3)</u> 04/06/2009	Common Stock	2,598
Stock Options <u>(1)</u>	\$ 10.75	08/12/2005		M	2,850	<u>(3)</u> 04/06/2009	Common Stock	2,850
Stock Options <u>(1)</u>	\$ 14.3125	08/12/2005		M	4,456	<u>(4)</u> 03/01/2011	Common Stock	4,456

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 11747	X		Executive Vice President	

Signatures

/s/ Gerald A.
Benjamin

08/12/2005

**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 April 6, 2000, April 6, 2001 and April 6, 2002.
 - (4) The option vested in three equal installments on March 1, 2002, March 1, 2003 and March 1, 2004.

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.