

HENRY SCHEIN INC

Form 4

February 22, 2007

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 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

OMB APPROVAL

OMB
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(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)
02/22/2007

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	02/22/2002		M	31,874 A	\$ 19.42 31,874	D	
Common Stock, par value \$0.01	02/22/2007		M	1,475 A	\$ 19.9375 33,349	D	
Common Stock, par value \$0.01	02/22/2007		S	5,000 D	\$ 53.4297 28,349	D	
Common Stock, par	02/22/2007		S	549 D	\$ 53.44 27,800	D	

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value \$0.01

Common Stock, par value \$0.01	02/22/2007	S	5,800	D	\$ 53.4433	22,000	D
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Common Stock, par value \$0.01	02/22/2007	S	7,000	D	\$ 53.4486	15,000	D
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Common Stock, par value \$0.01	02/22/2007	S	5,000	D	\$ 53.4591	10,000	D
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Common Stock, par value \$0.01	02/22/2007	S	5,000	D	\$ 53.4738	5,000	D
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Common Stock, par value \$0.01	02/22/2007	S	5,000	D	\$ 53.4786	0	D
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Common Stock, par value \$0.01 (Restricted)						7,133	D
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Common Stock, par value \$0.01						800	I	By Children
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Common Stock, par value \$0.01						1,715	I	401(k)
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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.

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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Stock Option (Right to buy) ⁽¹⁾	\$ 19.42	02/22/2007	M	31,874	⁽²⁾	02/25/2013	Common Stock, par value \$0.01	31,874
Stock Option (Right to buy) ⁽¹⁾	\$ 19.9375	02/22/2007	M	1,475	⁽³⁾	03/17/2008	Common Stock, par value \$0.01	1,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MLOTEK MARK E C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		EVP of Corp. Bus. Devel.	

Signatures

/s/ Mark E.
Mlotek

02/22/2007

^{**}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 February 25, 2004, February 25, 2005 and February 25, 2006.
- (3) The option vested in three equal installments on each of March 17, 1999, March 17, 2000 and March 17, 2001.

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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