DENTSPLY INTERNATIONAL INC /DE/

Form 4

January 12, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wagner Richard M

2. Issuer Name and Ticker or Trading Symbol

DENTSPLY INTERNATIONAL INC /DE/ [XRAY]

(Last) (First) (Middle)

(State)

221 WEST PHILADELPHIA STREET, SUITE 60W

(Street)

Filed(Month/Day/Year)

(Month/Day/Year)

01/09/2015

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

YORK, PA 17401

(City)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported

5. Amount of

Securities

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP & Corporate Controller

Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

below)

10% Owner Other (specify

Estimated average

burden hours per

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. P Underlying Securities Der

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Year)	(Instr. 3 and	4)	Section (Ins
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PRSU	\$ 0 (1)	01/09/2015		A	2.378 (2)	(3)	<u>(4)</u>	Common Stock	2.378	
RSU (Restricted Stock Unit)	\$ 0 (1)	01/09/2015		A	6.62 (2)	(3)	<u>(4)</u>	Common Stock	6.62	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wagner Richard M 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401

VP & Corporate Controller

Signatures

Deborah M. Rasin, POA for Richard M. Wagner 01/12/2015

**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) Shares convert to common stock on a 1:1 basis.
- (2) Dividend on existing vested or unvested Restricted Stock Units (RSUs) awarded to Reporting Person, payable as additional units of Phantom Stock.
- (3) Dividends vest simultaneously with Restricted Stock Units to which they relate.
- (4) Not applicable to this transaction.

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.

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