DENTSPLY INTERNATIONAL INC /DE/

Form 4 May 14, 2008

FORM 4

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

OMB APPROVAL OMB

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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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH W KEITH

(First)

2. Issuer Name and Ticker or Trading

Symbol

Issuer **DENTSPLY INTERNATIONAL** (Check all applicable)

INC /DE/ [(XRAY)]

3. Date of Earliest Transaction

(Month/Day/Year) 05/13/2008

(Street)

(Middle)

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

X_ Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PITTSBURGH, PA 15215

116 RIDING TRAIL LANE

(City) (State) (Zip)

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

2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Ownership Owned (I) (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8 (Month/Day/Year) Transactionof **Expiration Date Underlying Securities** Derivative Conversion Execution Date, if Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director RSU May 2008	(1)	05/13/2008		A	760		05/13/2011(2)	<u>(1)</u>	Common Stock	760
Stock Option	\$ 41.07	05/13/2008		A	138		05/13/2009	05/13/2018	Common Stock	138
Stock Option	\$ 41.07	05/13/2008		A	138		05/13/2010	05/13/2018	Common Stock	138
Stock Option	\$ 41.07	05/13/2008		A	138		05/13/2011	05/13/2018	Common Stock	138

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other			
SMITH W KEITH 116 RIDING TRAIL LANE	X						
PITTSBURGH, PA 15215							

Signatures

By: Brian M. Addison, Esquire, POA for 05/14/2008

**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) Not applicable to this transaction.
- (2) Vests in full (restrictions lapse) 3 years from date of grant

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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