

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1996  
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OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-16211

DENTSPLY International Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware 39-1434669  
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(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

570 West College Avenue, P. O. Box 872, York, PA 17405-0872  
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(Address of principal executive offices) (Zip Code)

(717) 845-7511  
-----

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

( X ) Yes ( ) No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: At August 8, 1996 the Company had 26,870,204 shares of Common Stock outstanding, with a par value of \$.01 per share.

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DENTSPLY INTERNATIONAL INC.  
FORM 10-Q

For Quarter Ended June 30, 1996  
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PART I  
 FINANCIAL INFORMATION  
 Item 1. FINANCIAL STATEMENTS  
 DENTSPLY INTERNATIONAL INC.  
 CONSOLIDATED CONDENSED BALANCE SHEETS

	December 31, 1995	(unaudited) June 30, 1996
<b>ASSETS</b>		
Current assets:	(in thousands)	
Cash and cash equivalents	\$ 3,974	\$ 5,448
Accounts and notes receivable-trade, net	93,315	98,614
Inventories	125,704	128,574
Prepaid expenses and other current assets	16,906	21,637
Net assets of discontinued operations	5,870	-
<b>Total Current Assets</b>	<b>245,769</b>	<b>254,273</b>
Property, plant and equipment, net	140,101	139,508
Other noncurrent assets, net	13,974	13,394
Identifiable intangible assets, net	39,282	54,829
Cost in excess of fair value of net assets acquired, net	149,127	198,932
<b>Total Assets</b>	<b>\$ 588,253</b>	<b>\$ 660,936</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 78,356	\$ 79,105
Income taxes payable	31,221	33,063
Notes payable and current portion of long-term debt	7,616	14,607
<b>Total Current Liabilities</b>	<b>117,193</b>	<b>126,775</b>
Long-term debt	68,675	105,734
Deferred income taxes	35,927	34,550
Other liabilities	47,104	51,579
<b>Total Liabilities</b>	<b>268,899</b>	<b>318,638</b>
Minority interests in consolidated subsidiary	3,432	1,015
Stockholders' equity:		
Preferred stock, \$.01 par value; .25 million shares authorized; no shares issued	-	-
Common stock, \$.01 par value; 100 million shares authorized; 27.1 million shares issued at December 31, 1995 and June 30, 1996	271	271
Capital in excess of par value	149,999	149,886
Retained earnings	179,231	207,540
Cumulative translation adjustment	3,234	(890)
Employee stock ownership plan reserve	(12,536)	(11,607)
Treasury stock, at cost, .1 million shares at December 31, 1995 and June 30, 1996	(4,277)	(3,917)
<b>Total Stockholders' Equity</b>	<b>315,922</b>	<b>341,283</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 588,253</b>	<b>\$ 660,936</b>

See accompanying notes to unaudited consolidated condensed financial statements.

DENTSPLY INTERNATIONAL INC.  
CONSOLIDATED CONDENSED STATEMENTS OF INCOME  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1995	1996	1995	1996
	----- ----- (in thousands, except per share data) -----			
Net sales	\$139,878	\$165,029	\$272,983	\$320,939
Cost of products sold	69,715	83,389	136,385	162,371
	-----	-----	-----	-----
	70,163	81,640	136,598	158,568
Selling, general and administrative expenses	43,251	50,412	86,775	100,439
	-----	-----	-----	-----
Operating income	26,912	31,228	49,823	58,129
Interest expense	2,395	2,631	4,001	5,726
Interest income	(328)	(404)	(583)	(621)
Other (income) expense, net	2,873	(441)	2,921	(1,507)
	-----	-----	-----	-----
Income before income taxes	21,972	29,442	43,484	54,531
Provision for income taxes	8,735	11,672	17,275	21,774
	-----	-----	-----	-----
Net income	\$ 13,237	\$ 17,770	\$ 26,209	\$ 32,757
	=====	=====	=====	=====
Earnings per common share	\$.49	\$.66	\$.97	\$1.22
Dividends per common share	\$.075	\$.0825	\$.15	\$.165
Weighted average common shares outstanding	26,875	26,958	27,049	26,955

See accompanying notes to unaudited consolidated condensed financial statements.

DENTSPLY INTERNATIONAL INC.  
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS  
(unaudited)

	Six Months Ended June 30,	
	1995	1996
	(in thousands)	
Cash flows from operating activities:		
Net income	\$ 26,209	\$ 32,757
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,110	14,180
Other, net	(23,573)	(9,263)
Net cash provided by operating activities	12,746	37,674
Cash flows from investing activities:		
Acquisition of businesses, net of cash acquired	(71,625)	(77,317)
Property, plant and equipment additions	(6,731)	(8,960)
Proceeds from disposal of Medical business	3,260	7,500
Proceeds from sale of property, plant, and equipment	2,239	-
Other, net	(367)	(294)
Net cash used in investing activities	(73,224)	(79,071)
Cash flows from financing activities:		
Debt repayment	(18,757)	(28,904)
Proceeds from long-term debt	99,901	71,307
Cash paid for treasury stock	(38,400)	-
Increase in bank overdrafts and other short-term debt	13,392	4,821
Other, net	2,004	(3,399)
Net cash provided by financing activities	58,140	43,825
Effect of exchange rate changes on cash and cash equivalents	1,981	(954)
Net increase (decrease) in cash and cash equivalents	(357)	1,474
Cash and cash equivalents at beginning of period	7,278	3,974
Cash and cash equivalents at end of period	\$ 6,921	\$ 5,448
Supplemental disclosures of cash flow information:		
Interest paid	\$ 2,354	\$ 3,032
Income taxes paid	22,174	18,327

See accompanying notes to unaudited consolidated condensed financial statements.

DENTSPLY INTERNATIONAL INC.  
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS  
(unaudited)

Supplemental disclosures of noncash transactions (in thousands):

In March 1995, the Company purchased all of the capital stock of KV33 Corporation for \$11.5 million. In conjunction with the acquisition, liabilities were assumed as follows:

Fair value of assets acquired	\$ 14,329
Cash paid for capital stock	(11,450)
	-----
Liabilities assumed	\$ 2,879
	=====

In June 1995, the Company purchased approximately 96% of the capital stock of Maillefer Instruments, S.A. for \$65.8 million. In conjunction with the acquisition, liabilities were assumed as follows:

Estimated fair value of assets acquired	\$ 96,796
Cash paid for capital stock	(65,783)
	-----
Liabilities assumed	\$ 31,013
	=====

In January 1996, the Company purchased certain net assets of Tulsa Dental Products LLC for \$75.0 million. In conjunction with the acquisition, liabilities were assumed as follows:

Estimated fair value of assets acquired	\$ 78,541
Cash paid for assets	(75,000)
	-----
Liabilities assumed	\$ 3,541
	=====

See accompanying notes to unaudited consolidated condensed financial statements.

DENTSPLY INTERNATIONAL INC.  
CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY  
(unaudited)

(in thousands)	Common Stock -----	Capital in Excess of Par Value -----	Retained Earnings -----	Cumulative Translation Adjustment -----	ESOP Reserve -----	Treasury Stock -----	Total Stockholders' Equity -----
Balance at December 31, 1995	\$ 271	\$149,999	\$179,231	\$ 3,234	\$(12,536)	\$ (4,277)	\$315,922
Exercise of stock options and warrants	---	(166)	---	---	---	360	194
Tax benefit related to stock options and warrants exercised	---	94	---	---	---	---	94
Compensatory stock options lapsed	---	(41)	---	---	---	---	(41)
Cash dividends declared, \$.165 per share	---	---	(4,448)	---	---	---	(4,448)
Translation adjustment	---	---	---	(4,124)	---	---	(4,124)
Net change in ESOP reserve	---	---	---	---	929	---	929
Net income	---	---	32,757	---	---	---	32,757
	-----	-----	-----	-----	-----	-----	-----
Balance at June 30, 1996	\$ 271 =====	\$149,886 =====	\$207,540 =====	\$ (890) =====	\$(11,607) =====	\$ (3,917) =====	\$341,283 =====

See accompanying notes to unaudited consolidated condensed financial statements.

DENTSPLY INTERNATIONAL INC.

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

JUNE 30, 1996

The accompanying interim consolidated condensed financial statements reflect all adjustments (consisting only of normal recurring adjustments) which in the opinion of management are necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods. These interim financial statements conform with the requirements for interim financial statements and consequently do not include all the disclosures normally required by generally accepted accounting principles. Disclosures are updated where appropriate.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The interim consolidated condensed financial statements include the accounts of DENTSPLY International Inc. (the "Company") and its subsidiaries. Minority interests in net income of consolidated subsidiary is not material and is included in other (income) expense, net. Certain items in the prior year have been reclassified to conform to the 1996 classification.

Inventories

Inventories are stated at the lower of cost or market. At December 31, 1995 and June 30, 1996, the cost of \$10.6 million or 8% and \$10.8 million or 8%, respectively, of inventories was determined by the last-in, first-out (LIFO) method. The cost of other inventories was determined by the first-in, first-out or average cost method.

Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation. Except for leasehold improvements, depreciation for financial reporting purposes is computed by the straight-line method over the following estimated useful lives: buildings - generally 40 years; and machinery and equipment - 8 to 15 years. The cost of leasehold improvements is amortized over the shorter of the estimated useful life or the term of the lease. For income tax purposes, depreciation is computed using various methods.

Earnings per Common Share

Earnings per common share are based on the weighted average number of common shares outstanding. Common stock equivalents (options and warrants) had no material effect on the earnings per common share computation. All shares held by the DENTSPLY Employee Stock Ownership Plan are considered outstanding and are included in the earnings per common share computation.



NOTE 2 - BUSINESS ACQUISITIONS

In January 1996, the Company purchased certain assets of Tulsa Dental Products L.L.C. ("Tulsa") in a cash transaction valued at \$75 million. Based in Tulsa, Oklahoma, Tulsa is a manufacturer and distributor of principally endodontic instruments and materials.

The acquisition was accounted for under the purchase method of accounting and the results of Tulsa's operations have been included in the accompanying financial statements since the date of acquisition. The aggregate purchase price of \$75 million plus direct acquisition costs has been allocated on the basis of preliminary estimates of the fair values of assets acquired and liabilities assumed. The excess (\$53.5 million) of acquisition cost over net assets acquired is being amortized over 25 years.

The following unaudited pro forma consolidated results of operations assume that the acquisition of Tulsa occurred on January 1, 1995:

	Six Months Ended June 30,	
	1995	1996
	-----	-----
	(in thousands, except per share amounts)	
Net sales	\$282,146	\$320,939
Net income	25,336	33,014
Earnings per common share	.94	1.22

The pro forma information does not purport to be indicative of the results that actually would have been obtained had the operations been combined during the periods presented.

In June 1995, the Company purchased approximately 96% of the outstanding Capital Stock of Maillefer Instruments S.A. (Maillefer) from Maillefer stockholders for 11,000 SFR per share in a cash transaction valued at approximately \$65.8 million. An additional 3.9% of Maillefer stock was purchased in June 1996 for 10,375 SFR per share, or approximately \$2.3 million. Based in Switzerland, Maillefer Instruments is a manufacturer and distributor of principally endodontic instruments.

The acquisition was accounted for under the purchase method of accounting and the results of Maillefer's operations have been included in the accompanying financial statements since the date of acquisition. The aggregate purchase price of \$68.1 million plus direct acquisition costs has been allocated on the basis of the fair values of assets acquired and liabilities assumed. Since the fair value of net assets acquired exceeded the purchase price by approximately \$16.7 million, the values otherwise assignable to noncurrent assets acquired have been reduced by a proportionate part of the excess.

In March 1995, the Company purchased all of the outstanding capital stock of KV33 Corporation ("KV33") in a cash transaction valued at \$11.5 million. The acquisition was accounted for under the purchase method of accounting and the results of KV33's operations have been included in the accompanying financial statements since the date of acquisition. The excess (\$10.2 million) of acquisition cost over net assets acquired is being amortized over 25 years.

NOTE 3 - INVENTORIES

Inventories consist of the following:

	December 31, 1995	June 30, 1996
	-----	-----
	(in thousands)	
Finished goods	\$ 70,677	\$ 72,410
Work-in-process	26,440	27,439
Raw materials and supplies	28,587	28,725
	-----	-----
	\$125,704	\$128,574
	=====	=====

Pre-tax income was \$.4 million lower in the the six months ended June 30, 1995 as a result of using the LIFO method compared to the first-in, first-out (FIFO) method. If the FIFO method had been used to determine the cost of the LIFO inventories, the amounts at which net inventory is stated would be lower than reported at December 31, 1995 and June 30, 1996 by \$2.0 million.

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	December 31, 1995	June 30, 1996
	-----	-----
	(in thousands)	
Assets, at cost:		
Land	\$ 17,395	\$ 16,890
Buildings and improvements	67,903	69,158
Machinery and equipment	88,417	94,870
Construction in progress	9,039	9,088
	-----	-----
	182,754	190,006
Less: Accumulated depreciation	42,653	50,498
	-----	-----
	\$140,101	\$139,508
	=====	=====

NOTE 5 - SPECIAL CHARGES

During the quarter ended June 30, 1995, the Company recorded special, charges which materially impacted the comparison with other periods. These special charges, on a pre-tax basis, included the following (in thousands):

Costs associated with consolidation of all executive functions in York, Pennsylvania	\$2,460
Loss on sale of corporate aircraft	626
	-----
	\$3,086
	=====

The impact of these expenses on earnings per share was \$.07 per share in the quarter ended June 30, 1995.

NOTE 6 - DISCONTINUED OPERATIONS  
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On October 13, 1994, the Company announced its strategic decision to discontinue the operations comprising its medical business. The medical operations include Eureka X-Ray Tube Corp. (Eureka), GENDEX Medical and CMW business units which manufacture medical x-ray tubes, medical x-ray systems and orthopedic bone cement, respectively. The net assets of CMW and substantially all of the net assets of Eureka were sold in the fourth quarter of 1994. Substantially all of the remaining assets comprising the medical business were sold in the first quarter of 1996 for \$7.5 million.

Sales from these operations were \$4.8 million and \$0 for the three months ended June 30, 1995 and 1996, respectively. Sales for the six months ended June 30, 1995 and 1996 were \$10.0 million and \$2.7 million, respectively.

The components of net assets of discontinued operations included in the Consolidated Condensed Balance Sheets are as follows:

	December 31, 1995 -----
	(in thousands)
Accounts and notes receivable-trade, net	\$ 2,105
Inventories	6,550
Deferred income taxes	4,611
Prepaid expenses and other current assets	174
Property, plant and equipment, net	2,644
Other noncurrent assets, net	2,331
Cost in excess of fair value of net assets acquired, net	3,348
Accounts payable and accrued liabilities	(10,149)
Other liabilities	(5,744)
	-----
	\$ 5,870
	=====

NOTE 7 - NOTES PAYABLE AND LONG-TERM DEBT  
-----

The increases from December 31, 1995 in Notes payable and current portion of long-term debt (\$7.0 million) and Long-term debt (\$37.1 million) were primarily due to utilization of the Company's credit facilities for the purchase of certain assets of Tulsa for \$75 million.

DENTSPLY INTERNATIONAL INC.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

RESULTS OF OPERATIONS

Quarter Ended June 30, 1996 Compared to Quarter Ended June 30, 1995

In the quarter ended June 30, 1996, net sales increased \$25.1 million, or 18.0%, to \$165.0 million from \$139.9 in the same period of 1995. The Company experienced strong sales growth both from acquisitions and base business. Excluding acquisitions, North America, CIS and Africa had strong gains over the second quarter of 1995, while the Pacific Rim and Latin America sales increased approximately 35% over the prior year quarter. Sales in Europe were flat primarily due to weak economic conditions and the negative impact of exchange translation.

Gross profit increased \$11.4 million, or 16.4%, to \$81.6 million from \$70.2 million in the second quarter of 1995 as a result of higher net sales. As a percentage of sales, gross profit decreased from 50.2% in the second quarter of 1995 to 49.5% in the same period of 1996. The lower gross profit percentage was due to the impact of acquisition accounting for Maillefer and Tulsa.

Selling, general and administrative expenses increased \$7.2 million, or 16.6%. As a percentage of sales, expenses decreased from 30.9% in the second quarter of 1995 to 30.5% for the same period in 1996. This improvement came mainly from operations in Europe and in the Pacific Rim and Latin America where rapid sales growth outpaced the increase in expenses.

The \$3.3 million increase in other income is primarily due to a decrease in other expenses in the 1996 period, reflecting the effects of a charge of \$3.1 million in the second quarter of 1995 for the closure of the Company's executive offices in Illinois and consolidating its executive operations in York, Pennsylvania. This charge on an after tax basis was \$1.8 million or \$.07 per share in the second quarter of 1995.

Income before income taxes increased \$7.5 million, or 34.0%, while net income increased \$4.5 million, or 34.2%, from the second quarter of 1995. Excluding the one-time charge in the second quarter of 1995 for closing down the Executive Offices in Illinois and consolidating executive operations in York, Pennsylvania, income before income taxes increased \$4.4 million, or 17.5%, while net income increased \$2.7 million, or 18.0%.

Earnings per common share increased from \$.49 in 1995 to \$.66 in 1996, or 34.7%. Excluding the one-time charge in the second quarter of 1995 for closing down the Executive Offices in Illinois and consolidating executive operations in York, Pennsylvania, earnings per common share increased \$.10, or 17.9%.

Six Months Ended June 30, 1996 Compared to Six Months Ended June 30, 1995

For the six months ended June 30, 1996, net sales increased \$47.9 million, or 17.6%, to \$320.9 million from \$273.0 million in the same period of 1995. The increase primarily came from acquisitions and very strong sales growth in the Pacific Rim, Latin America and the CIS.

Gross profit increased \$22.0 million, or 16.1%, to \$158.6 million from \$136.6 million in the first six months of 1995 as a result of higher net sales. As a percentage of net sales, gross profit decreased from 50.0% in the first six months of 1995 to 49.4% in the same period of 1996. Improvements in the gross profit percentage during the first six months of 1996 were more than offset by the adverse impact of acquisition accounting for Maillefer and Tulsa.

Selling, general and administrative expenses increased \$13.7 million or 15.7%. As a percentage of sales, expenses decreased from 31.8% in the first six months of 1995 to 31.3% for the same period of 1996. This improvement came mainly from operations in Europe and in the Pacific Rim and Latin America where rapid sales growth outpaced the increase in expenses.

Interest expense increased \$1.7 million to \$5.7 million for the first six months of 1996, compared to \$4.0 million for the first six months of 1995. The increase is primarily due to acquisition debt, partially offset by cash generated from operations.

Other income was \$1.5 million for the first six months of 1996 compared to other expense of \$2.9 million for the same period of 1995. Other income in 1996 is primarily due to a legal settlement in the Company's favor in the first quarter of 1996, while the Company took a one-time charge of \$3.1 million in the second quarter of 1995 to cover the costs of closing down its Executive Offices in Illinois and consolidating its executive operations in York, Pennsylvania. This charge on an after tax basis was \$1.8 million or \$.07 per common share.

Income before income taxes increased \$11.0 million, or 25.4%, while net income increased \$6.5 million, or 25.0%, from the first six months of 1995. Excluding the one-time charge in the second quarter of 1995 for closing down the Executive Offices in Illinois and consolidating executive operations in York, Pennsylvania, income before income taxes increased \$7.9 million, or 17.0%, while net income increased \$4.7 million, or 16.8%.

Earnings per common share increased from \$.97 in 1995 to \$1.22 in 1996, or 25.8%. Excluding the one-time charge in the second quarter of 1995 for closing down the Executive Offices in Illinois and consolidating executive operations in York, Pennsylvania, earnings per common share increased \$.18, or 17.3%.

#### LIQUIDITY AND CAPITAL RESOURCES

In January 1996, the Company acquired the dental manufacturing and distribution operations of Tulsa for \$75.0 million in cash and an earn-out based on the operating performance of the acquired business. The transaction was funded from the Company's existing \$175.0 million Bank Revolving Loan Facility and short-term bank borrowings.

Investing activities for the six months ended June 30, 1996 include capital expenditures of \$9.0 million.

The Company's current ratio was 2.0 with working capital of \$127.5 million at June 30, 1996. This compares with a current ratio of 2.0 and working capital of \$122.7 million at December 31, 1995, excluding the net assets of discontinued operations.

The Company expects to be able to finance cash requirements, including capital expenditures, stock repurchases and debt service from the funds generated from operations and amounts available under the existing Revolving Loan Facility.

For the six months ended June 30, 1996, cash flows from operating activities were \$37.7 million compared to \$12.7 million for the six months ended June 30, 1995. The increase of \$25.0 million results from higher sales and gross margins in 1996, while cash flows in 1995 were adversely impacted by income tax payments on the gain from disposal of the medical business and a larger increase in inventories than in 1996.

#### IMPACT OF INFLATION

The Company has generally offset the impact of inflation on wages and the cost of purchased materials by improving operating efficiencies and increase selling prices to the extent permitted by market conditions.

PART II  
OTHER INFORMATION

Item 1 - Legal Proceedings

On May 28, 1996, the Company commenced an action in the United States District Court for the District of Delaware against New Technology Company (also known as NT Company) ("NT") and Tycom Corporation ("Tycom"). The suit alleges patent infringement and trade secret misappropriation arising out of the manufacture and sale by NT and Tycom of certain endodontic instruments, and seeks a permanent injunction, damages including compensatory damages for lost profits, treble damages where available, and restitution for court costs and legal fees. On or about July 1, 1996, NT and Tycom counter-claimed against the Company, alleging invalidity of the patents at issue, antitrust claims, tortious interference with business relations and unfair competition, and seeking compensatory and punitive damages, treble damages where available and preliminary and permanent injunctive relief. The Company intends to contest these actions vigorously and believes that the claims made by NT and Tycom are without merit.

The Company and its subsidiaries are from time to time parties to lawsuits arising out of their respective operations. The Company believes that pending litigation to which it is a party will not have a material adverse effect upon its consolidated financial position or results of operations.

Item 4 - Submission of Matters to a Vote of Security Holders

- (a) On May 23, 1996, the Company held its 1996 Annual Meeting of Stockholders.
- (b) Not applicable.
- (c) The following matters were voted upon at the Annual Meeting, with the results indicated:

1. Election of Class I Directors:

	Votes For	Authority Withheld	Broker Non-Votes
	-----	-----	-----
Burton C. Borgelt	23,474,079	861,073	-0-
Douglas K. Chapman	23,430,045	905,107	-0-
C. Frederick Fetterolf	23,462,020	873,132	-0-

- 2. Proposal to ratify the appointment of KPMG Peat Marwick LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 1996:

Votes For: 24,214,272	Votes Against: 51,523
Abstentions: 69,357	Broker Non-Votes: -0-

- (d) Not applicable.

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibits. The following exhibits are filed herewith:

Number	Description
3.1	Certificate of Incorporation (1)
3.2	By-Laws, as amended (1)
11	Statement regarding computation of earnings per share.
27	Financial Data Schedule (pursuant to Item 601(c)(1)(iv) of Regulation S-K, this exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended)

(1) Incorporated by reference to exhibit included in the Company's Registration Statement on Form S-8(No. 33-71792).

(b) Reports on Form 8-K

No reports on Form 8-K were filed by the Company during the quarter ended June 30, 1996.



Signatures  
- - - - -

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DENTSPLY INTERNATIONAL INC.

August 14, 1996 /s/ John C. Miles II  
- - - - -  
Date John C. Miles II  
President and  
Chief Executive Officer

August 14, 1996 /s/ Edward D. Yates  
- - - - -  
Date Edward D. Yates  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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Number	Description	Sequential Page No.
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11	Statement regarding computation of earnings per share.	19
27	Financial Data Schedule (pursuant to Item 601(c)(1)(iv) of Regulation S-K, this exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended)	20

DENTSPLY INTERNATIONAL INC.  
EXHIBIT 11  
COMPUTATION OF EARNINGS PER COMMON SHARE

Earnings per common share:  
-----

	Three Months Ended June 30,		Six Months Ended June 30,	
	1995	1996	1995	1996
	(in thousands, except per share data)			
Weighted average common shares outstanding	26,875	26,958	27,049	26,955
Net income	\$ 13,237	\$17,770	\$26,209	\$32,757
Earnings per common share	\$.49	\$.66	\$.97	\$1.22

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS OF DENTSPLY INTERNATIONAL INC. AT JUNE 30, 1996 AND FOR THE FISCAL QUARTER THEN ENDED, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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	6-MOS	
	DEC-31-1996	
	JAN-01-1996	
	JUN-30-1996	5448
		0
		98614
		0
		128574
		254273
		190006
		50498
		660936
126775		105734
0		0
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		341012
660936		320939
		162371
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		162371
		100439
		0
		5726
		54531
		21774
32757		0
		0
		0
		32757
		1.22
		0