SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement

/ / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

/X/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Under Rule 14a-12

DENTSPLY International Inc.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

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[DENTSPLY LOGO]

DENTSPLY INTERNATIONAL
570 West College Avenue
P.O. Box 872
York, PA 17405-0872
(717) 845-7511
Fax (717) 854-2343

April 19, 2001

Dear DENTSPLY Stockholder:

You are cordially invited to attend the 2001 Annual Meeting of Stockholders to be held on Wednesday, May 23, 2001, at 9:30 a.m., at the Company's Employee Meeting Room in York, Pennsylvania.

The Annual Meeting will include voting on the matters described in the accompanying Notice of Annual Meeting and Proxy Statement, a report on Company operations and discussion.

Whether or not you plan to attend, you can ensure that your shares are represented at the Annual Meeting by voting your proxy. You have two ways to vote your proxy. You may vote by mail by promptly completing, signing, dating and returning the enclosed proxy card in the envelope provided or you may vote by internet by following the instructions on the proxy card or going to the internet at www.computershare.com/us/proxy. Your vote is important. Please take a moment now to vote through one of the above methods.

Sincerely,

/s/ John C. Miles II
John C. Miles II
Chairman of the Board and
Chief Executive Officer

DENTSPLY INTERNATIONAL INC.
570 WEST COLLEGE AVENUE
YORK, PENNSYLVANIA 17405-0872

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON WEDNESDAY, MAY 23, 2001

The Annual Meeting of Stockholders (the "Annual Meeting") of DENTSPLY International Inc., a Delaware corporation (the "Company"), will be held on Wednesday, May 23, 2001, at 9:30 a.m., local time, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, for the following purposes:

1. To elect three Class III directors to serve for a term of three years and until their respective successors are duly elected and qualified;

2. To ratify the appointment of PricewaterhouseCoopers LLP, independent certified public accountants, to audit the books and accounts of the Company for the year ending December 31, 2001; and

3. To transact such other business as may properly come before the Annual Meeting and any and all adjournments and postponements thereof.

The Board of Directors has fixed the close of business on April 5, 2001 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

The enclosed proxy is solicited by the Board of Directors of the Company. Reference is made to the accompanying Proxy Statement for further information with respect to the business to be transacted at the Annual Meeting.

A complete list of the stockholders entitled to vote at the Annual Meeting will be available during ordinary business hours for examination by any stockholder, for any purpose germane to the Annual Meeting, for a period of at least ten days prior to the Annual Meeting, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania.

THE BOARD OF DIRECTORS URGES YOU TO VOTE YOUR PROXY EITHER BY MAIL OR THROUGH THE INTERNET. YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. THE VOTING OF YOUR PROXY WILL NOT AFFECT YOUR RIGHT TO REVOKE YOUR PROXY OR TO VOTE IN PERSON IF YOU DO ATTEND THE ANNUAL MEETING.

BY ORDER OF THE BOARD OF DIRECTORS,
BRIAN M. ADDISON
Vice President, Secretary and
General Counsel

York, Pennsylvania
April 19, 2001

YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY SHARES YOU OWNED ON THE RECORD DATE.

PLEASE INDICATE YOUR VOTING INSTRUCTIONS ON THE ENCLOSED PROXY CARD, DATE AND SIGN IT, AND RETURN IT IN THE ENVELOPE PROVIDED, WHICH IS ADDRESSED FOR YOUR CONVENIENCE AND NEEDS NO POSTAGE IF MAILED IN THE UNITED STATES. OR, IF YOU WISH, YOU MAY PROVIDE YOUR PROXY INSTRUCTION USING THE INTERNET BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. IN ORDER TO AVOID THE ADDITIONAL EXPENSE TO THE COMPANY OF FURTHER SOLICITATION, WE ASK YOUR COOPERATION IN VOTING YOUR PROXY PROMPTLY.

DENTSPLY INTERNATIONAL INC.
570 WEST COLLEGE AVENUE
YORK, PENNSYLVANIA 17405-0872

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of DENTSPLY International Inc., a Delaware corporation ("DENTSPLY" or the "Company"), for use at the Company's 2001 Annual Meeting of Stockholders (together with any and all adjournments and postponements thereof, the "Annual Meeting") to be held on Wednesday, May 23, 2001, at 9:30 a.m., local time, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This Proxy Statement, together with the foregoing Notice and the enclosed proxy card, are first being sent to stockholders on or about April 19, 2001.

The Board of Directors has fixed the close of business on April 5, 2001 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting. On the record date, there were 51,684,762 shares of Common Stock of the Company, par value $.01 per share ("Common Stock"), outstanding and entitled to vote. Each share of Common Stock is entitled to one vote per share on each matter properly brought before the Annual Meeting. Shares can be voted at the Annual Meeting only if the stockholder is present in person or is represented by proxy. The presence, in person or by proxy, at the Annual Meeting of shares of Common Stock representing at least a majority of the total number of shares of Common Stock outstanding on the record date will constitute a quorum for purposes of the Annual Meeting.

Whether or not you are able to attend the Annual Meeting, you are urged to vote your proxy, either by mail or the internet, which is solicited by the Company's Board of Directors and which will be voted as you direct. In the absence of instructions, shares represented by properly provided proxies will be voted as recommended by the Board of Directors.

Any proxy may be revoked at any time prior to its exercise by attending the Annual Meeting and voting in person, by notifying the Secretary of the Company of such revocation in writing or by delivering a duly executed proxy bearing a later date, provided that such notice or proxy is actually received by the Company prior to the taking of any vote at the Annual Meeting.

The cost of solicitation of proxies for use at the Annual Meeting will be borne by the Company. Solicitations will be made primarily by mail, facsimile or through the internet, and employees or agents of the Company may solicit proxies personally or by telephone.

Brokers, banks and other nominee holders will be requested to obtain voting instructions of beneficial owners of stock registered in their names. Shares represented by a duly completed proxy submitted by a nominee holder on behalf of beneficial owners will be counted for quorum purposes, and will be voted to the extent instructed by the nominee holder on the proxy card or through the internet. The rules applicable to a nominee holder may preclude it from voting the shares that it holds on certain kinds of proposals unless it receives voting instructions from the beneficial owners of the shares (sometimes referred to as "broker non-votes").

ELECTION OF DIRECTORS

The Restated Certificate of Incorporation and the By-Laws of the Company provide that the number of directors (which is to be not less than three) is to be determined from time to time by resolution of the Board of Directors. The Board is currently comprised of twelve persons.

Pursuant to the Company's Restated Certificate of Incorporation, the members of the Board of Directors are divided into three classes. Each class is to consist, as nearly as may be possible, of one-third of the whole number of members of the Board. The term of the Class III directors expires at the Annual Meeting. The terms of the Class I and Class II directors will expire at the 2002 and 2003 Annual Meetings of Stockholders, respectively. At each Annual Meeting, the directors elected to succeed those whose terms expire are of the same class as the directors they succeed and are elected for a term to expire at the third Annual Meeting of Stockholders after their election and until their successors are duly elected and qualified. A director elected to fill a vacancy is elected to the same class as the director he succeeds, and a director elected to fill a newly created directorship holds office until the next election of the class to which such director is elected.

Three of the four incumbent Class III directors are nominees for election this year for a three-year term expiring at the 2004 Annual Meeting of Stockholders. One of the four incumbent Class III directors, Dr. Arthur A. Dugoni, will retire at the end of his current term which expires at the Annual Meeting. In the election, the three persons who receive the highest number of votes actually cast will be elected. The proxy named in the proxy card and on the internet voting site intends to vote for the election of the three Class III nominees listed below unless otherwise instructed. If a holder does not wish his or her shares to be voted for a particular nominee, the holder must identify the exception in the appropriate space provided on the proxy card or on the internet site, in which event the shares will be voted for the other listed nominees. If any nominee becomes unable to serve, the proxy may vote for another person designated by the Board of Directors or the Board may reduce the number of directors. The Company has no reason to believe that any nominee will be unable to serve.

The Company's By-Laws require that stockholders seeking to nominate persons for election to the Board, or to propose other business to be brought before an Annual Meeting of Stockholders, comply with certain procedures. See "Stockholder Proposals for 2002 Proxy Statement".

Set forth below is certain information with regard to each of the nominees for election as Class III directors and each continuing Class I and Class II director.

NOMINEES FOR ELECTION AS CLASS III DIRECTORS

NAME AND AGE	PRINCIPAL OCCUPATION AND DIRECTORSHIPS
Michael J. Coleman........................ Age 57	Mr. Coleman is the President of Cape Publications and publisher of FLORIDA TODAY, Melbourne, Florida, and has been the President of the South Regional Newspaper Group since 1991. From July 1986 to May 1991, Mr. Coleman was the President and publisher of the ROCKFORD REGISTER STAR. Mr. Coleman is a member of the National Newspaper Association and the American Society of Newspaper Editors. Mr. Coleman has served as a director of the Company since the merger of Dentsply International Inc. ("Old Dentsply") and Gendex Corporation on July 11, 1993 ("the Merger") and prior thereto served as a director of Old Dentsply
John C. Miles II.......................... Age 59	Mr. Miles assumed responsibility as Chairman of the Board on May 20, 1998. Prior to that he was named Chief Executive Officer of the Company on January 1, 1996 and Vice Chairman of the Board on January 1, 1997. Prior to that he was President and Chief Operating Officer and a director of the Company since the Merger. Prior to that time he served as President and Chief Operating Officer and a director of Old Dentsply commencing in January 1990.

NAME AND AGE	PRINCIPAL OCCUPATION AND DIRECTORSHIPS
W. Keith Smith............................ Age 66	Mr. Smith has been retired since December 31, 1998. He served as Vice Chairman of Mellon Bank Corporation and Mellon Bank N.A. from July 1987 until December 31, 1998. He also has served as Chairman and Chief Executive Officer of The Boston Company and Boston Safe Deposit & Trust Company since May 1993. In addition, from August 1994 until January 1995, he served as Chief Operating Officer of The Dreyfus Corporation, and subsequent to January 1995 he served as Chairman of the Board of The Dreyfus Corporation as well as Chairman of Buck Consultants, Inc. He currently serves as a director of Biomax Technologies Inc., PPL Corporation, Baytree Bancorp, Inc. and Baytree National Bank and Trust Company. Mr. Smith has served as a director of the Company since the Merger and prior thereto served as a director of Old Dentsply.

DIRECTORS CONTINUING AS CLASS I DIRECTORS

NAME AND AGE	PRINCIPAL OCCUPATION AND DIRECTORSHIPS
Dr. Michael C. Alfano..................... Age 53	Dr. Alfano has been the Dean and Professor of Periodontics and Biological Sciences at the College of Dentistry, New York University since 1998. Beginning in 1982 until 1998 he held a number of positions with Block Drug Company, including Senior Vice President for Research & Technology and President of Block Professional Dental Products Company. He served on the Board of Directors of Block Drug Company, Inc. from 1988 to 1998. He serves as a member of or consultant to various public health organizations, including the Editorial Board of the American Journal of Dentistry since 1987, and has served on the Board of Overseers for the School of Dental Medicine at the University of Pennsylvania since 1992. Dr. Alfano was appointed to the Dentsply Board of Directors in February, 2001.
Burton C. Borgelt......................... Age 68	Mr. Borgelt has been retired since May 1996. He was named Chief Executive Officer of the Company on February 8, 1995 and served in that capacity until December 31, 1995. Mr. Borgelt served as Chairman of the Board of the Company from the Merger until May 1996 and has served as a director of the Company since the Merger. Prior to the Merger, Mr. Borgelt served as Chairman of the Board and Chief Executive Officer of Old Dentsply commencing in March 1989 and as the Chief Executive Officer and a director of Old Dentsply commencing in February 1981. Mr. Borgelt also serves as a director of Mellon Bank Corporation and Mellon Bank N.A.
Douglas K. Chapman........................ Age 73	Mr. Chapman has been retired since March 1993. From January 1978 to March 1993, he was Chairman and a director of ACCO World Corporation, a company involved in the manufacture and sale of office products, and from January 1987 to December 1990, he was also the Chief Executive Officer of ACCO World Corporation. Mr. Chapman has served as a director of the Company since the Merger and prior thereto served as a director of Old Dentsply.

NAME AND AGE	PRINCIPAL OCCUPATION AND DIRECTORSHIPS
C. Frederick Fetterolf.................... Age 72	Mr. Fetterolf has been retired since August 1991. In February 1983, he was elected a director and President of Alcoa, an aluminum and alumina producer; and was appointed Chief Operating Officer of Alcoa in April 1985. He currently serves as a director of Allegheny Teledyne Incorporated, Teledyne Technologies, Union Carbide, Praxair Inc. and Commonwealth Industries. Mr. Fetterolf has been a director of the Company since December 1995.
William F. Hecht.......................... Age 58	Mr. Hecht has been the President of PPL Corp., a diversified utility and energy services company, since 1991 and in 1993 he also became its Chairman and Chief Executive Officer. Mr. Hecht is a member of the Executive Committee of the Board of Directors of the Nuclear Energy Institute, is past Chairman and a current board member of the Utility Business Education Coalition, and serves as a director of the National Association of Manufacturers. Mr. Hecht is also a Trustee of Lehigh University and serves on the Board of Directors for Lehigh Valley Hospital and Health Network. Mr. Hecht was appointed to the Dentsply Board of Directors in March 2001.

DIRECTORS CONTINUING AS CLASS II DIRECTORS

NAME AND AGE	PRINCIPAL OCCUPATION AND DIRECTORSHIPS
Cynthia P. Danaher........................ Age 42	Ms. Danaher has served as a business consultant, with a focus on internet start-up companies since November 1999. From 1995 to 1999, Ms. Danaher served as the Vice President and Group General Manager for the Hewlett-Packard Medical Products Group. Ms. Danaher began her career at Hewlett-Packard in 1984 as a Sales Development Representative, and later served as Business Development Manager, Health Care Policy Specialist and Marketing Manager. Ms. Danaher became a director in June 1999.
Leslie A. Jones........................... Age 61	Mr. Jones served as Chairman of the Board of the Company from May 1996 to May 1998. From January 1991 to January 1992, he was a Senior Vice President and Special Assistant to the President of Old Dentsply. Prior to that time, Mr. Jones served as Old Dentsply's Senior Vice President of North American Operations. Mr. Jones has served as a director of the Company since the Merger and prior thereto served as a director of Old Dentsply.
Edgar H. Schollmaier...................... Age 67	Mr. Schollmaier is non-executive Chairman of Alcon Laboratories of Fort Worth, Texas, a wholly owned subsidiary of Nestle S.A. He held the position of President of Alcon from 1972 to 1997 and was Chief Executive for the last twenty years of that term. He also serves as a director of Stevens International, Inc. and Incara Pharmaceuticals Corporation. Mr. Schollmaier has served as a director of the Company since June 1996.

VOTES REQUIRED

The Class III directors will be elected by a plurality of the votes of shares present and entitled to vote. Accordingly, the three nominees for election as directors who receive the highest number of votes actually cast will be elected. Broker non-votes will be treated as shares that neither are capable of being voted nor have been voted and, accordingly, will have no effect on the outcome of the election of directors.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE NOMINEES FOR ELECTION AS CLASS III DIRECTORS.

BOARD OF DIRECTORS AND COMMITTEES

The Company's Board of Directors held eight meetings during 2000, three of which were telephone meetings. The Board has an Executive Committee, an Audit and Information Technology Committee, a Board Governance Committee and a Human Resources Committee, which has a Stock Option Subcommittee. The current composition and activities of the Committees are described below.

The Executive Committee provides guidance to the executive officers of the Company between meetings of the Board. The members of the Executive Committee are Messrs. Miles (Chairman), Borgelt, Chapman and Jones. The Executive Committee did not meet during 2000.

The Audit and Information Technology Committee (the "Audit Committee") is responsible for nominating the Company's independent auditors for approval by the Board; reviewing the scope, results and costs of the audit with the Company's independent auditors; reviewing the financial statements of the Company and the audit function to ensure compliance with requirements of regulatory agencies and appropriate disclosure of necessary information to the stockholders of the Company and reviewing and evaluating the information technology activities of the Company. For further information on Audit Committee activity, please refer to the section of this proxy entitled "Audit Committee Disclosure". The members of the Audit Committee are Messrs. Schollmaier (Chairman), Chapman and Jones and Ms. Danaher. The Audit and Information Technology Committee held five meetings during 2000.

The Board Governance Committee is responsible for identifying and recommending individuals to serve on the Board, reviewing and recommending Board policies and appraising the performance of the Board. The members of this Committee are Messrs. Jones (Chairman), Miles and Smith and, during the year 2000, Dr. Dugoni. The Board Governance Committee held one meeting during 2000.

The Human Resources Committee is responsible for evaluating and administering compensation levels for all officers of the Company. Its current members are Messrs. Coleman (Chairman), Borgelt, Fetterolf and Smith. Dr. Dugoni served on the committee until May 2000. The Human Resources Committee met two times during 2000. The Stock Option Subcommittee was created in 1998 and is responsible for administering the Company's 1998 Stock Option Plan. Its current members are Messrs. Coleman (Chairman), Fetterolf and Smith. Dr. Dugoni served on the committee until May 2000.

No director, except Mr. Coleman and Ms. Danaher, attended fewer than 75% of the total number of meetings of the Board and the meetings of any committee of the Board on which a director served during the year ended December 31, 2000.

RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS

The Audit Committee recommended and the Board of Directors appointed PricewaterhouseCoopers LLP ("PwC"), independent certified public accountants, as auditors to audit the financial statements of the Company for the year ending December 31, 2001.

The Company engaged PwC effective as of February 9, 2000 and chose not to renew the engagement of KPMG LLP who had served as auditors for the year ended December 31, 1999. The Audit Committee of the Board participated in and recommended the decision to change independent accountants which was approved by the Board of Directors.

The audit reports of KPMG LLP on the consolidated financial statements of DENTSPLY International Inc. for the fiscal years ended December 31, 1999 and December 31, 1998 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with its audits for the fiscal years ended December 31, 1999 and December 31, 1998, except as described below, there were no disagreements with KPMG LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of KPMG LLP, would have caused it to make reference to the subject matter of the disagreement in connection with its report. There was a disagreement involving the Company's reporting of sales, cost of sales, receivables and inventories for the third quarter of 1998. This disagreement was discussed with the Audit Committee of the Company's Board of Directors and the Company has authorized KPMG LLP to respond fully to the inquiries of PwC concerning the subject matter of the disagreement.

In 1998, management of the Company believed it had certain exposures relating to receivables from dealers located in Asia and the Commonwealth of Independent States (CIS) caused by the economic crisis in those geographic areas. Accordingly, management recorded a $4,450,000 reduction in third quarter sales and a $1,980,000 reduction in cost of sales to reflect the fact that the dealers might not be able to sell all of their inventories due to the depressed economic environment and that higher than usual levels of product returns would be received. Management believed that the anticipated returns should be reflected as a reduction in sales and cost of goods sold with a reduction in operating income of $2,470,000.

KPMG LLP disagreed with the Company's management on this matter. KPMG LLP recommended to management that the reductions in sales and cost of sales be reversed and that they reasonably estimate any additional bad debt provisions that may be necessary for the Asian and CIS receivables. Management agreed to reverse its recorded entries related to sales and cost of sales and record an additional bad debt provision for $2,470,000 related to receivables due from the dealers in Asia and the CIS.

In the event the appointment of PwC for 2001 is ratified, it is expected that PwC will also audit the books and accounts of certain subsidiaries of the Company at the close of their current fiscal years. A representative of PwC will be present at the Annual Meeting and will have the opportunity to make a statement, if such person desires to do so, and to respond to appropriate questions. No representative of KPMG LLP is expected to be present at the Annual Meeting.

The proposal to ratify the appointment of PwC will be approved by the stockholders if it receives the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. If there is an abstention noted on the proxy materials on this proposal, the abstention will have the effect of a vote against the proposal even though the shares represented thereby will not be counted as having been voted for or against the proposal. Broker non-votes will be treated as shares not capable of being voted on the proposal and, accordingly, will have no effect on the outcome of voting on the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF THE SELECTION OF PWC AS INDEPENDENT ACCOUNTANTS.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION

The following table sets forth the compensation earned by the Company's chief executive officer and the four other highest-paid executive officers of the Company whose salary and bonus for the year ended December 31, 2000 were in excess of $100,000 (collectively, the "named executive officers") for each of the last three fiscal years.

SUMMARY COMPENSATION TABLE

		ANNUAL COMPENSATION			LONG-TERM COMPENSATION			
					AWARDS		PAYOUTS	
NAME AND PRINCIPAL POSITION	YEAR	SALARY ($)	BONUS ($)	OTHER ANNUAL COMPENSATION ($)	RESTRICTED STOCK AWARD(S) ($)	OPTIONS/ SARS (#)	LTIP PAYOUTS ($)	ALL OTHER COMPENSATION ($)
John C. Miles II	2000	564,300	514,400	--	--	143,700	--	99,762(1)
Chairman of the Board	1999	550,000	302,400	--	--	142,500	--	91,789(1)
and Chief Executive Officer(2)	1998	550,000	282,800	--	--	94,700	--	3,021(1)
Gerald K. Kunkle	2000	357,400	260,700	--	--	93,400	--	103,278(1)
President and Chief	1999	348,400	153,300	--	--	64,100	--	43,218(1)
Operating Officer	1998	335,000	172,300	--	--	56,000	--	3,021(1)
Thomas L. Whiting	2000	254,500	189,600	--	--	33,700	--	66,275(1)
Senior Vice President	1999	224,500	133,200	--	--	37,100	--	27,606(1)
	1998	217,000	113,300	--	--	27,500	--	3,021(1)
W. William Weston Senior Vice	2000	245,383	128,802	--	--	33,700	--	104,162(4)
President(3)	1999	220,719	86,748	--	--	37,100	--	56,850(4)
	1998	257,699	118,002	--	--	27,500	--	29,157(4)
William R. Jellison	2000	230,000	153,700	--	--	33,700	--	47,655(1)
Senior Vice President	1999	210,000	84,700	--	--	56,000	--	20,850(1)
and Chief Financial Officer	1998	147,288	69,400	--	--	16,500	--	2,822(1)

(1) Includes amounts contributed to The DENTSPLY International Inc. Employee Stock Ownership Plan (the "Company ESOP") and, in 2000 and 1999, to the Company's Supplemental Executive Retirement Plan ("SERP"). Under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), the maximum amount that can be contributed annually to the Company ESOP in respect of any employee is generally an amount equal to the lesser of $30,000 or 25% of such employee's covered compensation. Employee interests in the Company ESOP and SERP are subject to vesting in accordance with the respective plans.

(2) In May 1998, Mr. Miles assumed responsibility as Chairman of the Board.

(3) Includes compensation for overseas assignment. Mr. Weston's compensation is paid in German marks. The exchange rates used to determine the U.S. dollar equivalents for 2000, 1999 and 1998 were .4803, .5133 and .5993, respectively.

(4) Includes amount contributed to the Company's SERP in 2000 and 1999. Also includes compensation of $13,544, $14,783 and $17,260 for the tax effect of the company car which is treated as a benefit in kind, and contributions to the Company's German pension plan of $31,566, $16,764 and $11,897 in 2000, 1999 and 1998, respectively. The German pension plan is self-funded and becomes vested after ten years of service. Payment in the form of a pension commences at age 65 and is .65% times the number of years' service times the average of the last twelve months base salary.

The following table sets forth certain information with respect to grants of options during the year ended December 31, 2000 and their potential realizable values.

OPTION GRANTS IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS				
NAME	OPTIONS GRANTED (#)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE PRICE ($/SHARE)	EXPIRATION DATE	GRANT DATE PRESENT VALUE ($)
John C. Miles II...........................	143,700	15.65	37.438	12/13/2010	1,977,930(1)
Gerald K. Kunkle...........................	93,400	10.17	37.438	12/13/2010	1,285,586(1)
Thomas L. Whiting..........................	33,700	3.67	37.438	12/13/2010	463,857(1)
W. William Weston..........................	33,700	3.67	37.438	12/13/2010	463,857(1)
William R. Jellison........................	33,700	3.67	37.438	12/13/2010	463,857(1)

The following table sets forth certain information with respect to the exercise of options during the year ended December 31, 2000 and the value of options held at that date.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR
AND FISCAL YEAR-END OPTION VALUES

			NUMBER OF UNEXERCISED OPTIONS HELD AT FISCAL YEAR-END		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR-END ($)(2)	
NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ($)	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
John C. Miles II.........	--	--	349,833	270,267	5,326,974	2,234,029
Gerald K. Kunkle.........	--	--	122,100	154,800	1,756,701	1,116,815
Thomas L. Whiting........	--	--	101,900	67,600	1,609,063	588,820
W. William Weston........	--	--	102,900	67,600	1,645,688	588,820
William R. Jellison......	--	--	29,667	76,533	363,964	646,576

(1) Determined using the Black-Scholes option-pricing model with the following assumptions: expected dividend yield 0.73%, risk-free interest rate 5.26%, expected volatility 32%, and expected life 5.5 years.

(2) Represents the difference between the last reported sale price of the Common Stock as reported on the Nasdaq National Market on December 31, 2000 ($39.125) and the exercise price of the options, multiplied by the number of shares of Common Stock issuable upon exercise of the options.

EMPLOYMENT AGREEMENTS

The Company is party to employment agreements with all of the named executive officers. Each of these employment agreements provides that, upon termination of such individual's employment with the Company as a result of the employee's death, the Company is obligated to pay the employee's estate the then current base compensation of the employee for a period of one year following the date of the employee's death, together with the employee's pro rata share of any incentive or bonus payments due for the period prior to the employee's death. Each of the employment agreements also provides that, in the event that the employee's employment is terminated by the Company (in certain cases without "cause," as defined in the employment agreements) or by the employee with "good reason" (as described in the employment agreements), (i) the Company will be obligated to pay the employee for a period of two years subsequent to termination of employment at the rate paid to the employee during the prior 12 month period, and (ii) the employee will be entitled to receive the benefits that would have been accrued by him during the two year period following termination of employment under employee benefit plans, programs or other arrangements of the Company or any of its affiliates in which the employee participated before the termination of his employment. In the event that such termination of employment is made by the Company without cause or by the employee with good reason after a "change in control" (as defined in the employment agreements), the employee may require the Company to pay to the employee, within five days after the employee's request for such payment, the present value of the amounts that would have been payable to him under the employment agreement during the two year period following such termination of employment.

The Company has also entered into employment agreements with certain other members of senior management having terms substantially similar to those described above.

COMPENSATION OF DIRECTORS

Members of the Board of Directors who are not employees of the Company ("Outside Directors") receive an annual fee of $22,000 ($26,000 for Outside Directors who are chairpersons of any committee of the Board) and an additional fee of $1,000 for each Board and committee meeting attended. In 1993, each Outside Director at that time received a non-discretionary grant of options to purchase 6,000 shares (after a split of the shares of Common Stock) of Common Stock under the 1993 Stock Option Plan. Additionally, any Outside Director elected since 1993 received a non-discretionary grant of options at the time of their election to purchase 6,000 shares of Common Stock. Each Outside Director will automatically receive an additional grant of 6,000 options on every third anniversary of the date of the initial grant of options to such Outside Director. Directors are reimbursed for travel and other expenses relating to attendance at Board and Committee meetings.

Effective January 1, 1997, the Company established a new Directors' Deferred Compensation Plan (the "Deferred Plan"), which replaced the plan that was enacted during 1994. The Deferred Plan permits Outside Directors to elect to defer receipt of directors fees or other compensation for their services as directors. Outside Directors can elect to have their deferred payments administered as a cash with interest account or a stock unit account. Payment under the Deferred Plan will not be made to any Outside Director until the Outside Director ceases to be a Board member.

HUMAN RESOURCES COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

From December 18, 1997 to May 24, 2000, Mr. Borgelt, Mr. Coleman, Dr. Dugoni and Mr. Fetterolf were members of the Human Resources Committee. On May 24, 2000, Mr. Smith joined and Dr. Dugoni left the Human Resource Committee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of the Company's Common Stock as of February 28, 2001 held by (i) each person who is known by the Company to have been the beneficial owner of more than five percent of the Company's Common Stock on such date, (ii) each director and nominee for director, (iii) the Company's chief executive officer and the other named executive officers, and (iv) all directors and executive officers of the Company as a group (based on 51,669,929 shares of Common Stock outstanding as of such date).

DIRECTORS, EXECUTIVE OFFICERS AND FIVE PERCENT STOCKHOLDERS	SHARES OWNED BENEFICIALLY	
	NUMBER	PERCENT
The DENTSPLY International Inc. Employee Stock Ownership Plan Trust c/o T. Rowe Price P. O. Box 17349 Baltimore, MD 21297-1349	5,912,671(1)	11.4
Burton C. Borgelt	736,701(2)	1.4
John C. Miles II	553,731(3)	1.1
Gerald K. Kunkle	139,738(4)	*
Thomas L. Whiting	152,072(5)	*
W. William Weston	145,790(6)	*
William R. Jellison	36,377(7)	*
Dr. Michael C. Alfano	--	*
Douglas K. Chapman	23,986(8)	*
Michael J. Coleman	20,200(9)	*
Cynthia P. Danaher	2,000(10)	*
Arthur A. Dugoni, D.D.S., M.S.D.	14,000(11)	*
C. Frederick Fetterolf	13,000(12)	*
William F. Hecht	--	*
Leslie A. Jones	95,686(11)	*
Edgar H. Schollmaier	18,000(13)	*
W. Keith Smith	26,570(11)	*
All directors and executive officers as a group (18 persons)	2,083,561(14)	4.0

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* Less than 1%

(1) Participants in the Company ESOP have the right to direct the trustee of the Company ESOP as to the voting of shares allocated to such participants' accounts on all matters submitted to a vote of the stockholders of the Company, including the election of directors. Unallocated shares and shares as to which no directions are received by the trustee of the Company ESOP are voted as directed by the Company ESOP Committee, which consists of certain employees of the Company. As of February 28, 2001, 5,209,737 of the shares held by the trust holding the assets of the Company ESOP were allocated to participant accounts and 702,934 shares remained unallocated. Each Company ESOP participant who is fully vested is entitled to receive a distribution of all of the shares of common stock allocated to his or her account as soon as practicable after such participant's employment with the Company terminates. In general, except for certain participants who are age 55 or older and have been participants in the Company ESOP for at least 10 years, participants are not entitled to sell shares allocated to their accounts until their employment has terminated and the shares allocated to such participants' accounts are distributed to them.

(2) Includes 64,542 shares owned by a trust of which Mr. Borgelt is a co-trustee with shared investment and voting power, 21,366 shares held by Mr. Borgelt's grandchildren, 112,633 shares held in Mr. Borgelt's individual retirement account and 112,000 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(3) Includes 49,074 shares allocated to the Company ESOP account of Mr. Miles, 11,794 shares held in Mr. Miles' individual retirement account, and 349,833 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(4) Includes 2,638 shares allocated to the Company ESOP account of Mr. Kunkle, 5,000 shares held in Mr. Kunkle's' individual retirement account and 122,100 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(5) Includes 29,248 shares allocated to the Company ESOP account of Mr. Whiting and 101,900 shares which could be acquired pursuant to exercise of options exercisable within 60 days of February 28, 2001.

(6) Consists of 42,890 shares held by Mr. Weston's spouse and 102,900 shares which could be acquired pursuant to exercise of options exercisable within 60 days of February 28, 2001.

(7) Includes 1,000 shares owned by a trust of which Mr. Jellison is a co-trustee with shared investment and voting power, 1,710 shares allocated to the Company ESOP account of Mr. Jellison and 29,667 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(8) Includes 9,986 shares owned by a trust of which Mr. Chapman is a co-trustee with shared investment and voting power and 14,000 shares which could be acquired pursuant to exercise of options exercisable within 60 days of February 28, 2001.

(9) Includes 4,200 shares held by Mr. Coleman's spouse and 14,000 shares which could be acquired pursuant to exercise of options exercisable within 60 days of February 28, 2001.

(10) Includes 2,000 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(11) Includes 14,000 shares which could be acquired pursuant to exercise of options exercisable within 60 days of February 28, 2001.

(12) Includes 10,000 shares which could be acquired pursuant to exercise of stock options exercisable within 60 days of February 28, 2001.

(13) Includes 8,000 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of February 28, 2001.

(14) Includes 143,984 shares held by or for the benefit of others, 129,427 shares held in individual retirement accounts, 527 shares held in a 401(k) account, 90,318 shares allocated to employees' ESOP accounts and 1,004,935 shares which could be acquired pursuant to the exercise of warrants and options exercisable within 60 days of February 28, 2001.

The Board of Directors has established stock ownership guidelines to encourage accumulation and retention of Common Stock by executives of the Company, including the named executive officers. The guidelines are stated as a multiple of annual base salary as follows: three times annual base salary for the chief executive officer; two times annual base salary for the chief operating officer; one times annual base salary for senior vice presidents; .75 times base salary for vice presidents and other officers; and .50 times base salary for general managers. The recommended time period for reaching the guidelines is five years. Common Stock allocated to officers in their Company ESOP account and individual retirement plans will be included but stock options will not be counted in determining ownership levels.

HUMAN RESOURCES COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Human Resources Committee is pleased to present its report on executive compensation. This report describes the components of the Company's executive officer compensation programs and the basis on which compensation determinations are made with respect to the executive officers of the Company.

In November 1999, the Committee retained Towers Perrin to study and report on the Company's executive compensation practices and to do competitive evaluations of the total compensation for twelve of the Company's corporate officer and executive positions. The Human Resources Committee reviewed the findings of these studies and made its recommendations to the Board of Directors of the Company at meetings held in December 1999.

COMPENSATION PHILOSOPHY

It is the philosophy of the Company that a significant portion of executive compensation be directly linked to the Company's success in meeting profit, growth and corporate performance goals, as well as increases in stockholder value. The Human Resources Committee utilizes the following objectives as guidelines for compensation decisions:

-- Provide a competitive total compensation package that enables the Company to attract and retain key personnel.

-- Provide a broad-based compensation package that recognizes the contributions of all management personnel.

-- Provide variable compensation opportunities, primarily on an annual basis, that are directly linked to corporate performance goals.

-- Provide long-term compensation opportunities, through stock options, that align executive compensation with value received by stockholders.

Section 162(m) of the Internal Revenue Code disallows a Federal income tax deduction to publicly held companies for compensation paid to the chief executive officer and the other named executive officers, to the extent that compensation exceeds $1 million for such officer in any fiscal year. This limitation does not apply to compensation that is "performance based" in accordance with certain specific requirements. The Company's 1998 stock option plan has been structured so that options granted under the plan qualify as "performance based compensation" and are exempt from the limitations on deduction. Compensation paid to the Company's chief executive officer for 2000 that was not "performance-based compensation" in accordance with Section 162(m) exceeded the $1 million limit. The Committee believes that the chief executive officer and the other named executive officers are being appropriately compensated in a manner that relates to performance and is in the long-term interests of the stockholders. The Committee is not taking action at this time to limit the Company's discretion to pay "non-performance based compensation" to the chief executive officer and the other named executive officers.

COMPENSATION PROGRAM COMPONENTS

The Human Resources Committee periodically reviews the Company's compensation programs to ensure that pay levels and incentive opportunities are competitive and reflect the performance of the Company. The compensation program for executive officers is comprised of the following components: base salary, annual incentive compensation and stock options. Each of these components is summarized below.

Base Salary. In December 1999, the Committee reviewed and approved the base salaries of John C. Miles II, Gerald K. Kunkle, Thomas L. Whiting, W. William Weston and William R. Jellison, in light of the information supplied by Towers Perrin in November, 1999 concerning industry practices and the recommendations made by them with respect to the Company's compensation policies. Based on the above information, effective in 2000, the Committee set Mr. Miles' and Mr. Kunkle's base salaries at $564,300 and $357,400, respectively. The base salaries of Messrs. Whiting, Weston and Jellison were set by the Committee at $254,500, $240,700 and $230,000, respectively; however, Mr. Weston is paid in German Marks and his actual salary is affected by the dollar-mark exchange ratio.

Among the factors that the Human Resources Committee considered in setting base salaries for executive officers were its interpretation of the Towers Perrin report regarding salary levels of executive officers of other manufacturing companies of similar size, and a subjective evaluation of the Company's performance. While the Committee believes that it will be appropriate to attempt to maintain base salaries in line with perceived industry averages for comparable companies, the amount of any particular salary increase will also depend upon the individual's job performance. In addition to the Towers Perrin report, the chief executive officer's recommendations were taken into account in setting the base salaries of executive officers other than the chief executive officer.

Annual Incentive Compensation. Annual bonuses represent payments for the achievement of short-term objectives and recognize both the overall performance of the Company and individual performance in a given year. In December 1999, the Human Resources Committee approved a bonus program for senior executives in 2000.

Under this bonus program, during 2000, certain target award opportunities were established for the Company's chief executive officer ("CEO"), president and chief operating officer ("COO"), senior vice presidents and other management employees. For the CEO, COO and the chief financial officer ("CFO"), the target consisted of: (i) the budgeted level of corporate net income; and (ii) the budgeted level of corporate sales. For the senior vice presidents other than the CFO, the targets consisted of: (i) the budgeted level of corporate net income; (ii) the budgeted operating income level of the business group applicable to each such senior vice president; and (iii) the budgeted level of corporate sales. For Mr. Miles and Mr. Kunkle, the bonus award for 100% of targeted performance was set at 75% and 60%, respectively, of their base salaries, while for Messrs. Whiting, Weston and Jellison, the bonus awards for 100% of targeted performance were set at 55% of their respective base salaries. Messrs. Miles, Kunkle, Whiting, Weston and Jellison received bonus awards for 2000 of 91.2%, 72.9%, 74.5%, 52.5%, and 66.8%, respectively, of their base salaries.

The named executive officers also participate in the DENTSPLY International Inc. Supplemental Executive Retirement Plan ("SERP"). The SERP is an unfunded "top-hat" plan for the purposes of providing additional retirement benefits for highly compensated employees of the Company to make the Company's executive retirement benefits more competitive and to make up for contributions that would otherwise have been made for such executives under the terms of the Company's ESOP plan if it were not for the limitations imposed by the Internal Revenue Code.

HUMAN RESOURCES COMMITTEE

MICHAEL J. COLEMAN　　BURTON C. BORGELT　　C. FREDERICK FETTEROLF
W. KEITH SMITH

STOCK OPTIONS

The Company's 1998 stock option plan is intended to motivate key employees to put forth maximum efforts toward the continued growth, profitability and success of the Company by providing incentives through the ownership and performance of the Company's Common Stock. The plan is designed to provide benefits to key management only to the extent that stockholders enjoy increases in value.

In 2000, 383,400 stock options were granted to the Company's executive officers under the 1998 stock option plan. The Stock Option Subcommittee of the Human Resources Committee considered the respective stock and option holdings of the executive officers of the Company in comparison with stock and option holdings of top executives of companies of similar size and growth records, based in large part upon the recommendations set forth in the Towers Perrin report, and made option awards during 2000 that were intended to keep its executive officers' holdings competitive with industry averages for comparable companies.

In determining the number of stock options to be granted to Mr. Miles in 2000, the subcommittee compared Mr. Miles' base salary, bonus and past stock option grants to the compensation practices of corporations with revenues of $500 million to $1 billion in Towers Perrin's Executive Compensation Data Base. The grant made to Mr. Miles placed a greater emphasis on the long term portion of his total direct compensation (base salary, annual bonus and the Black Scholes value of DENTSPLY option grants) while still positioning his total direct compensation between the 50th and 75th percentiles of competitive practice.

STOCK OPTION SUBCOMMITTEE

MICHAEL J. COLEMAN C. FREDERICK FETTEROLF W. KEITH SMITH

AUDIT COMMITTEE DISCLOSURE

AUDIT COMMITTEE REPORT

The Audit Committee consists of four directors, all of whom are independent as defined by Nasdaq's independent director and audit committee listing standards. The Audit Committee operates under a written charter adopted by the Board of Directors. This charter is reviewed annually by the Committee and the board and amended as determined appropriate. A copy of this charter is included in Appendix A.

The Audit Committee reviews the Company's financial reporting process on behalf of the Board. In addition, the Committee recommends to the Board, subject to stockholder ratification, the selection of the Company's independent public accountants.

Management is responsible for the Company's internal controls and the financial reporting process. The independent public accountants are responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards and to issue a report thereon. The Committee's responsibility is to oversee these processes.

In this context, the Committee has met and held discussions with management and PricewaterhouseCoopers LLP (PwC), the Company's independent public accountants. Management represented to the Committee that the Company's financial statements were prepared in accordance with generally accepted accounting principles, and the Committee has reviewed and discussed the audited financial statements with management and PwC. The Committee discussed with PwC the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees).

In addition, the Committee has discussed with PwC the auditor's independence from the Company and its management and has received the written disclosures and the letter from PwC required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as it has been modified or supplemented.

The Committee discussed with PwC the overall scope and plans for their audits. The Committee meets with PwC, with and without management present, to discuss the results of their examinations, the evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

Based upon the Committee's discussions with management and PwC and the Committee's review of the representations of management and the report of PwC to the Committee, the Committee recommended that the Board include the audited financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2000 filed with the Securities and Exchange Commission.

AUDIT AND INFORMATION TECHNOLOGY COMMITTEE

DOUGLAS K. CHAPMAN CYNTHIA P. DANAHER LESLIE A. JONES EDGAR H. SCHOLLMAIER

FEES PAID TO AUDITORS

The following table sets forth the fees the Company incurred for services performed by PwC for the year ended December 31, 2000.

Audit fees	$ 627,000
Financial information system design and implementation fees	--
All other fees	465,000(1)
	$1,092,000

- ---------------
(1) Includes fees for tax consulting of $444,000 and fees for other non-audit services of $21,000.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

The following graph shows the cumulative total stockholder return on the Company's Common Stock over the last five fiscal years as compared to the returns of the Nasdaq Total Return Index and the Standard & Poor's Health Care Composite Index. The graph assumes that $100 was invested on December 31, 1995 in the Company's Common Stock and in the Nasdaq Total Return Index and the Standard & Poor's Health Care Composite Index and assumes reinvestment of dividends.

YEAR ENDED DECEMBER 31,	1995	1996	1997	1998	1999	2000
DENTSPLY International Inc	100	119.7	154.8	131.8	122.0	203.7
S&P Health Care Composite Index	100	120.8	173.5	250.3	229.7	312.2
Nasdaq Total Return Index	100	123.0	150.7	212.5	394.9	237.6

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under federal securities laws, the Company's directors, certain officers, and persons holding more than 10% of the Common Stock of the Company are required to report, within specified monthly and annual due dates, their initial ownership and any subsequent changes in ownership to the Securities and Exchange Commission. The Company is required to describe in this proxy statement whether it has knowledge that any person required to file such report may have failed to do so in a timely manner. Based upon reports furnished to the Company and written representations and information provided to the Company by the persons, the Company believes that during fiscal 2000, all such persons complied with all applicable filing requirements, except that the Company determined that the phantom stock granted to directors pursuant to the Directors Deferred Compensation Plan described in this proxy statement had not been included in their year-end reports. As a result, the following directors have filed amended year-end reports with respect to the exempt grant of phantom stock in each of the years from 1997 through 2000: Douglas K. Chapman, Michael J. Coleman, C. Frederick Fetterolf, Edgar H. Schollmaier and W. Keith Smith. Burton C. Borgelt and Cynthia P. Danaher have filed amended year-end reports with respect to the exempt grant of phantom stock in 1999 and 2000.

STOCKHOLDER PROPOSALS FOR 2002 PROXY STATEMENT

Stockholder proposals that are intended to be presented at the Company's Annual Meeting of Stockholders to be held in 2002 must be received by the Company no later than December 20, 2001, and must otherwise comply with Rule 14a-8, in order to be included in the proxy statement and proxy relating to that meeting.

The Company's By-Laws provide that advance notice of stockholder-proposed business to be brought before an Annual Meeting of Stockholders must be given to the secretary of the Company not less than 60 days in advance of the date of the mailing of materials regarding the prior year's Annual Meeting, which mailing date is identified on the Chairman's letter at the front of this proxy statement. To propose business for an Annual Meeting, a stockholder must specify in writing the business desired to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting, the proposing stockholder's name and address, the class and number of shares beneficially owned by the stockholder, and any material interest of the stockholder in such business. In order to be brought before the 2002 Annual Meeting, stockholders must notify the Company in writing, in accordance with the procedures set forth above, of any stockholder-proposed business no later than February 17, 2002.

The Company's By-Laws also provide that a stockholder may request that persons be nominated for election as directors by submitting such request, together with the written consent of the persons proposed to be nominated, to the secretary of the Company not less than 60 days prior to the date of the Annual Meeting. To be in proper form, the nominating stockholder must set forth in writing, as to each proposed nominee, the nominee's age, business address, residence address, principal occupation or employment, number of shares of Common Stock of the Company beneficially owned by such person and such other information related to such person as is required to be disclosed by applicable law, and, as to the stockholder submitting the request, such stockholder's name and address as they appear on the Company's books and the number of shares of Common Stock of the Company owned beneficially by such person.

FORM 10-K

STOCKHOLDERS MAY OBTAIN A COPY (WITHOUT EXHIBITS) OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2000 AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WITHOUT CHARGE BY WRITING TO: DIRECTOR OF INVESTOR RELATIONS, DENTSPLY INTERNATIONAL INC., 570 WEST COLLEGE AVENUE, YORK, PENNSYLVANIA 17405-0872.

OTHER MATTERS

The Board of Directors knows of no matters which are to be brought before the Annual Meeting other than those set forth in the accompanying Notice of Annual Meeting of Stockholders. If any other matters properly come before the Annual Meeting, the person named in the enclosed proxy card, or his duly appointed substitute acting at the Annual Meeting, will be authorized to vote or otherwise act thereon in accordance with his judgment on such matters.

APPENDIX A

DENTSPLY INTERNATIONAL, INC.
AUDIT & INFORMATION TECHNOLOGY COMMITTEE
CHARTER

I. PURPOSE

The primary function of the Audit & Information Technology Committee ("Committee") is to assist the Board of Directors ("Board") in fulfilling its oversight responsibilities related to corporate accounting, financial reporting practices, quality and integrity of financial reports as well as legal compliance, business ethics and review of information technology matters. It shall be the policy of the Committee to maintain free and open communication between the Board, the independent auditors, the internal auditors and the management of the company.

II. ORGANIZATION

1. MEMBERS -- The Committee shall be composed of directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgement as a committee member. Committee members shall be nominated by the Board, and the Committee shall be composed of not less than three independent Directors who are financially literate.

2. MEETINGS -- The Committee should meet on a regular basis and special meetings should be called as circumstances require. The Committee shall meet privately from time to time with representatives of the Company's independent public accountants, the internal auditor and management. Written minutes should be kept for all meetings.

III. FUNCTIONS

1. INDEPENDENT ACCOUNTANTS -- Recommend to the Board annually, the firm to be employed by the Company as its independent accountants. Instruct the independent accountants that they are ultimately responsible to the Board and the Committee. Receive from the independent accountants a formal written statement delineating all relationships between the independent accountants and the Company, confirming their objectivity and independence, including in regard to scope of services.

2. AUDIT PLANS & RESULTS -- Review the plans, scope, fees and results for the annual audit and the internal audits with the independent auditors and the internal auditors. Inquire of management and the independent auditor if any significant financial reporting issues arose during the current audit and, if so, how they were resolved. Discuss any significant issues, if any, raised by the independent auditors in their Letter of Recommendations to Management regarding internal control weaknesses and process improvements. Also review the extent of any services and fees outside the audit area performed for the Company by its independent accountants.

3. ACCOUNTING PRINCIPLES AND DISCLOSURES -- Review significant developments in accounting rules and recommended changes in the Company's methods of accounting or financial statements. The Committee also shall review with the independent accountants the quality and acceptability of the application of the Company's accounting principles to the Company's financial reporting, including any significant proposed changes in accounting principles and financial statements.

4. INTERNAL ACCOUNTING CONTROLS -- Consult with the independent accountants regarding the adequacy of internal accounting controls. Inquire as to the adequacy of the Company's accounting, financial, and auditing personnel resources. As appropriate, consultation with the independent accountants regarding internal controls should be conducted out of management's presence.

5. INTERNAL CONTROL SYSTEMS -- Review with management and internal auditors the Company's internal control systems intended to ensure the reliability of financial reporting and compliance with applicable codes of conduct, laws, and regulations. Reports on internal audit projects with management responses shall be

available for Committee review. Special presentations may be requested of Company personnel responsible for such areas as legal, human resources, information technology, environmental, risk management, tax compliance and others as considered appropriate.

6. INFORMATION TECHNOLOGY -- Review information technology plans with respect to corporate goals, industry trends, and competitive advantages. Review and assess the security of computer systems and applications and contingency plans for computer system breakdowns, particularly with respect to the processing of financial information.

In carrying out its responsibilities, the Committee believes that its policies and procedures should remain flexible in order that it can best react to changing conditions and environment and to assure to the directors and shareholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

PROXY PROXY

DENTSPLY INTERNATIONAL INC.
PROXY SOLICITED BY THE BOARD OF DIRECTORS
ANNUAL MEETING OF STOCKHOLDERS
MAY 23, 2001

The undersigned stockholder of DENTSPLY International Inc. (the "Company") hereby appoints Brian M. Addison as the attorney and proxy of the undersigned, with full power of substitution, to vote all shares of Common Stock, par value $.01 per share, of the Company which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company, to be held at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, on Wednesday, May 23, 2001, commencing at 9:30 a.m., local time, and at any adjournment or postponement thereof, as follows:

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

DENTSPLY INTERNATIONAL INC.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. / /

1. Election of Class III Directors: Nominees: 01-Michael J. Coleman, 02-John C. Miles II and 03-W. Keith Smith Instruction: TO WITHHOLD AUTHORITY to vote for any individual nominee, mark the oval "For All Except" and write that nominee's name in the space provided.	For All	Withhold All	For All Except	
	/ /	/ /	/ /	____________________ Nominee Exception(s)
2. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 2001	For	Against	Abstain	
	/ /	/ /	/ /	

In his discretion, the proxy holder is authorized to vote upon such other matters as may properly come before the meeting.

UNLESS OTHERWISE SPECIFIED, THE SHARES OF COMMON STOCK REPRESENTED HEREBY WILL BE VOTED "FOR" THE ELECTION AS CLASS III DIRECTORS OF ALL THE NOMINEES LISTED AND "FOR" PROPOSAL 2.

Dated: ________________________________, 2001

____
Signature of Stockholder

____
Signature of Stockholder

NOTE: Please sign this proxy exactly as name(s) appear on your stock certificate. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please add your title as such, and if signer is a corporation, please sign with full corporate name by a duly authorized officer or officers and affix the corporate seal. Where stock is issued in the name of two (2) or more persons, all such persons should sign.

IMPORTANT: PLEASE SIGN, DATE AND RETURN PROMPTLY.

o FOLD AND DETACH HERE o

CONTROL NUMBER

PLEASE VOTE, SIGN, DATE AND RETURN THIS PROXY FORM PROMPTLY USING THE ENCLOSED ENVELOPE.

OR

TO VOTE BY INTERNET, FOLLOW THE INSTRUCTIONS BELOW:

- Go to the following website: www.computershare.com/us/proxy
- Enter the information requested on the computer screen, including your six digit Control Number located above
- Follow instructions on the screen

IF YOU VOTE BY INTERNET, DO NOT MAIL THIS PROXY CARD

- --

[LOGO]

DENTSPLY INTERNATIONAL INC.
570 West College Avenue
P.O. Box 872
York, PA 17405-0872
(717) 845-7511

Fax (717) 849-4753

April 19, 2001

Dear DENTSPLY ESOP Participant:

AS A PARTICIPANT IN THE DENTSPLY EMPLOYEE STOCK OWNERSHIP PLAN, YOU HAVE THE RIGHT TO DIRECT THE ESOP TRUSTEE TO VOTE THE SHARES OF DENTSPLY COMMON STOCK ALLOCATED TO YOUR ESOP ACCOUNT.

Enclosed for your information are: a proxy statement providing background for the proposals to be acted upon at DENTSPLY's 2001 Annual Meeting of Stockholders, and the Annual Report for DENTSPLY for the year ending December 31, 2000. Please read the proxy statement carefully, and decide how you want the trustee to vote the shares of stock that are allocated to your ESOP account. Then, fill in the enclosed voting instruction card to direct the ESOP trustee, T. Rowe Price Retirement Plan Services, Inc., how to vote the shares in your ESOP account.

YOUR VOTE IS IMPORTANT.

The ESOP trustee will vote your shares as you direct. Any shares for which the ESOP trustee receives no voting instructions, and any unallocated shares, will be voted by the ESOP trustee as instructed by the DENTSPLY ESOP Committee.

YOUR VOTE IS CONFIDENTIAL.

Your voting instructions will be kept confidential by the ESOP trustee. Voting tabulations that identify individual ESOP participants will not be disclosed to DENTSPLY.

MAKE YOUR VOTE COUNT.

Please review the proxy statement, then vote by mail or through the internet by following the instructions on the proxy card. Proxy votes must be received no later than May 21, 2001.

Very truly yours,

/s/ JOHN C. MILES II

John C. Miles II
Chairman of the Board and
Chief Executive Officer

VOTING INSTRUCTIONS

DENTSPLY INTERNATIONAL INC.
ANNUAL MEETING OF STOCKHOLDERS, MAY 23, 2001

To T. Rowe Price Retirement Plan Services, Inc., Trustee:

As a participant in the DENTSPLY International Inc. Employee Stock Ownership Plan (the "ESOP"), I hereby instruct you to vote the shares of Common Stock, par value $.01 per share ("Common Stock"), of DENTSPLY International Inc. (the "Company") allocated to my ESOP account (a) in accordance with the following direction and (b) to grant a proxy to the proxy nominated by the Company's Board of Directors authorizing him to vote in his discretion upon such other matters as may properly come before the meeting.

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

DENTSPLY INTERNATIONAL INC.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. / /

	For All	Withhold All	For All Except	
1. Election of Class III Directors: Nominees: 01-Michael J. Coleman, 02-John C. Miles II and 03-W. Keith Smith Instruction: TO WITHHOLD AUTHORITY to vote for any individual nominee, mark the oval "For All Except" and write that nominee's name in the space provided.	/ /	/ /	/ /	____________________ Nominee Exception(s)

	For	Against	Abstain
2. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 2001	/ /	/ /	/ /

In his discretion, the proxy holder is authorized to vote upon such other matters as may properly come before the meeting.

UNLESS OTHERWISE SPECIFIED, THE SHARES OF COMMON STOCK REPRESENTED HEREBY WILL BE VOTED "FOR" THE ELECTION AS CLASS III DIRECTORS OF ALL THE NOMINEES LISTED AND "FOR" PROPOSAL 2.

Dated: ________________________________, 2001

____
Signature of Stockholder

____
Signature of Stockholder

NOTE: Please sign this proxy exactly as name(s) appear on your stock certificate. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please add your title as such, and if signer is a corporation, please sign with full corporate name by a duly authorized officer or officers and affix the corporate seal. Where stock is issued in the name of two (2) or more persons, all such persons should sign.

IMPORTANT: PLEASE SIGN, DATE AND RETURN PROMPTLY.

o FOLD AND DETACH HERE o

CONTROL NUMBER

PLEASE VOTE, SIGN, DATE AND RETURN THIS PROXY FORM PROMPTLY USING THE ENCLOSED ENVELOPE.

OR

TO VOTE BY INTERNET, FOLLOW THE INSTRUCTIONS BELOW:

- Go to the following website: www.computershare.com/us/proxy
- Enter the information requested on the computer screen, including your six digit Control Number located above
- Follow instructions on the screen

IF YOU VOTE BY INTERNET, DO NOT MAIL THIS PROXY CARD

- --

[LOGO]

DENTSPLY INTERNATIONAL INC.
570 West College Avenue
P.O. Box 872
York, PA 17405-0872
(717) 845-7511

Fax (717) 849-4753

April 19, 2001

Dear DENTSPLY 401(k) Participant:

AS A PARTICIPANT IN THE DENTSPLY 401(K) SAVINGS PLAN, YOU HAVE THE RIGHT TO DIRECT THE 401(K) TRUSTEE TO VOTE THE SHARES OF DENTSPLY COMMON STOCK HELD IN YOUR 401(K) ACCOUNT.

Enclosed for your information are: a proxy statement providing background for the proposals to be acted upon at DENTSPLY's 2001 Annual Meeting of Stockholders, and the Annual Report for DENTSPLY for the year ending December 31, 2000. Please read the proxy statement carefully, and decide how you want the trustee to vote the shares of stock that are allocated to your 401(k) account. Then, fill in the enclosed voting instruction card to direct the 401(k) trustee, T. Rowe Price Retirement Plan Services, Inc., how to vote the shares in your 401(k) account.

YOUR VOTE IS IMPORTANT.

The 401(k) trustee will vote your shares as you direct. Any shares for which the 401(k) trustee receives no voting instructions will be voted by the 401(k) trustee as instructed by the DENTSPLY 401(k) Committee.

YOUR VOTE IS CONFIDENTIAL.

Your voting instructions will be kept confidential by the 401(k) trustee. Voting tabulations that identify individual 401(k) participants will not be disclosed to DENTSPLY.

MAKE YOUR VOTE COUNT.

Please review the proxy statement, then vote by mail or through the internet by following the instructions on the proxy card. Proxy votes must be received no later than May 21, 2001.

Very truly yours,

/s/ JOHN C. MILES II

John C. Miles II
Chairman of the Board and
Chief Executive Officer

VOTING INSTRUCTIONS

DENTSPLY INTERNATIONAL INC.
ANNUAL MEETING OF STOCKHOLDERS, MAY 23, 2001

To T. Rowe Price Retirement Plan Services, Inc., Trustee:

As a participant in the DENTSPLY International Inc. 401(k) Savings Plan (the "401(k)"), I hereby instruct you to vote the shares of Common Stock, par value $.01 per share ("Common Stock"), of DENTSPLY International Inc. (the "Company") allocated to my 401(k) account (a) in accordance with the following direction and (b) to grant a proxy to the proxy nominated by the Company's Board of Directors authorizing him to vote in his discretion upon such other matters as may properly come before the meeting.

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

DENTSPLY INTERNATIONAL INC.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. / /

	For All	Withhold All	For All Except	
1. Election of Class III Directors: Nominees: 01-Michael J. Coleman, 02-John C. Miles II and 03-W. Keith Smith. Instruction: TO WITHHOLD AUTHORITY to vote for any individual nominee, mark the oval "For All Except" and write that nominee's name in the space provided.	/ /	/ /	/ /	____________________ Nominee Exception(s)

	For	Against	Abstain
2. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 2001	/ /	/ /	/ /

In his discretion, the proxy holder is authorized to vote upon such other matters as may properly come before the meeting.
UNLESS OTHERWISE SPECIFIED, THE SHARES OF COMMON STOCK REPRESENTED HEREBY WILL BE VOTED "FOR" THE ELECTION AS CLASS III DIRECTORS OF ALL THE NOMINEES LISTED AND "FOR" PROPOSAL 2.

Dated: ________________________________, 2001

____
Signature of Stockholder

____
Signature of Stockholder

NOTE: Please sign this proxy exactly as name(s) appear on your stock certificate. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please add your title as such, and if signer is a corporation, please sign with full corporate name by a duly authorized officer or officers and affix the corporate seal. Where stock is issued in the name of two (2) or more persons, all such persons should sign.

IMPORTANT: PLEASE SIGN, DATE AND RETURN PROMPTLY.

o FOLD AND DETACH HERE o

CONTROL NUMBER

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PROMPTLY USING THE ENCLOSED ENVELOPE.

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o Follow instructions on the screen

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