SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Wagner Richard M

(Last)	(First)	(Middle)

221 WEST PHILADELPHIA STREET
SUITE 60W

(Street)

YORK	PA	17401

(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

DENTSPLY INTERNATIONAL INC /DE/
[XRAY]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

VP & Corporate Controller

6. Individual or Joint/Group Filing (Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2014		M		963	A	$0	963	D	
Common Stock	05/24/2014		M		560	A	$0	1,523	D	
Common Stock	05/24/2014		F		486[4]	D	$46.9	1,037	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
PRSU	$46.9	05/24/2014		M			560[1]	05/24/2014	[2]	Common Stock	560	$0[2]	892.65	D	
RSU (Restricted Stock Unit)	$46.9	05/24/2014		M			963[3]	05/24/2014	[2]	Common Stock	963	$0[2]	5,361.996	D	

Explanation of Responses:

1. Vesting of net PRSU granted on 5/24/2011 (and previously reported on Form 4) along with accumulated dividends (issued on a quarerly basis and also reported on Form 4s since the date of the grant).

2. Not applicable to this transaction.

3. Vesting of RSU granted on 5/24/2011 (and previously reported on Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on Form 4s since the date of the grant).

4. Amount withheld for taxes.

Deborah M. Rasin, POA for Richard M. Wagner	05/28/2014
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.