

DENTSPLY INTERNATIONAL INC /DE/
 Form 4
 February 25, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WISE BRET W

2. Issuer Name and Ticker or Trading Symbol
DENTSPLY INTERNATIONAL INC /DE/ [XRAY]

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

(Last) (First) (Middle)
221 WEST PHILADELPHIA STREET, SUITE 60W
 (Street)
YORK, PA 17401
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2015

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

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Chairman & C.E.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 02/21/2015 | | M | | 19,236 | A | \$ 0 69,900 | D |
| Common Stock | 02/21/2015 | | M | | 20,120 | A | \$ 0 90,020 | D |
| Common Stock | 02/21/2015 | | F | | 15,452 (4) | D | \$ 0 74,568 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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

| 1. Title of 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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| RSU (Restricted Stock Unit) | \$ 52.53 | 02/21/2015 | | M | | | 20,120 ⁽¹⁾ | 02/21/2015 | ⁽²⁾ | Common Stock |
| PRSU | \$ 52.53 | 02/21/2015 | | M | | | 19,236 ⁽³⁾ | 02/21/2015 | ⁽²⁾ | Common Stock |
| Stock Option | \$ 52 | 02/23/2015 | | A | | 136,600 | | 02/23/2016 ⁽⁵⁾ | 02/23/2025 | Common Stock |
| RSU (Restricted Stock Unit) | \$ 0 | 02/23/2015 | | A | | 19,487 | | 02/23/2018 ⁽⁶⁾ | ⁽²⁾ | Common Stock |
| PRSU | \$ 0 | 02/24/2015 | | A | | 29,090 | | 02/24/2017 ⁽⁶⁾ | ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WISE BRET W 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401 | | | Chairman & C.E.O. | |

Signatures

Deborah M. Rasin, POA for Bret W. Wise
02/25/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of RSU granted on 2/21/2012 (previously reported on Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on Form 4s since the date of grant).

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- (2) Not applicable to this transaction.
- (3) Vesting of PRSU granted on 2/21/2012 (previously reported on Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on Form 4s since the date of grant).
- (4) Amount withheld for taxes.
- (5) Shares vest in annual one-third (1/3) increments over a three-year period ending February 23, 2018
- (6) Vests in full (restrictions lapse) 3 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.