

DENTSPLY INTERNATIONAL INC /DE/
 Form 4
 May 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Wagner Richard M

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)
 05/24/2014

____ Director
 ____ Officer (give title below) ____ 10% Owner
 ____ Other (specify below)
 VP & Corporate Controller

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2014		M		963	A	\$ 0
Common Stock	05/24/2014		M		560	A	\$ 0
Common Stock	05/24/2014		F		486 ⁽⁴⁾	D	\$ 46.9

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
PRSU	\$ 46.9	05/24/2014		M	560 (1)	05/24/2014 (2)	Common Stock	560 \$
RSU (Restricted Stock Unit)	\$ 46.9	05/24/2014		M	963 (3)	05/24/2014 (2)	Common Stock	963 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard M 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401			VP & Corporate Controller	

Signatures

Deborah M. Rasin, POA for Richard M. Wagner 05/28/2014

__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 net PRSU 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).
- (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).

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(4) Amount withheld for taxes.

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

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