

Wagner Richard M
Form 4
October 12, 2012

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2012

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

221 WEST PHILADELPHIA STREET, WEST BUILDING/DENTSPLY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

YORK, PA 17405

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 displays a currently valid OMB control number.

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

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| 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 of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| RSU (Restricted Stock Unit) | \$ 0 ⁽¹⁾ | 10/12/2012 | | A | <u>3</u> ⁽²⁾ | <u>(3)</u> ⁽³⁾ <u>(4)</u> ⁽⁴⁾ | Common Stock | 3 \$ 38. |
| PRSU | \$ 0 ⁽¹⁾ | 10/12/2012 | | A | <u>2</u> ⁽⁵⁾ | <u>(3)</u> ⁽³⁾ <u>(4)</u> ⁽⁴⁾ | Common Stock | 2 \$ 38. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagner Richard M 221 WEST PHILADELPHIA STREET WEST BUILDING/DENTSPLY YORK, PA 17405 | | | VP, Corporate Controller | |

Signatures

Deborah M. Rasin, POA for Richard M. Wagner
 10/12/2012
 **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) Shares convert to common stock on a one for one basis.
- (2) Dividend on existing vested or unvested Restricted Stock Units (RSUs) awarded to participant, payable as additional units of phantom stock.
- (3) Vests in full (restrictions lapse) 3 years from date of grant.
- (4) Not applicable to this transaction.
- (5) Dividend on existing vested or unvested Performance based Restricted Stock Units (PRSUs) awarded to participant, payable as additional units of phantom stock.

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.