

DENTSPY INTERNATIONAL INC /DE/
 Form 4
 April 01, 2014

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 *
 Rasin Deborah

2. Issuer Name and Ticker or Trading Symbol
 DENTSPY 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)
 03/28/2014
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP,Secretary & General Counsel
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/29/2014 | | M | 1,470 | A \$ 0 1,470 | D | |
| Common Stock | 03/29/2014 | | M | 2,524 | A \$ 0 3,994 | D | |

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Supplemental Executive Retirement Plan (SERP) | (1) | 03/28/2014 | | A | 1,261.831 (2) | (1) | (3) | Common Stock |
| Supplemental Executive Retirement Plan (SERP) | (1) | 03/28/2014 | | A | 10.066 (4) | (1) | (3) | Common Stock |
| PRSU | \$ 45.49 | 03/29/2014 | | M | | 03/29/2014 | (1) | Common Stock |
| RSU (Restricted Stock Unit) | \$ 45.49 | 03/29/2014 | | M | | 03/29/2014 | (1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rasin Deborah 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401 | | | VP, Secretary & General Counsel | |

Signatures

Deborah M. Rasin 04/01/2014

**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) Not applicable to this transaction.
- (2) Supplemental Executive Retirement Plan (SERP) allocation for the year 2013; based on closing price on 12/31/2012.
- (3) Value paid in stock following the reporting person's retirement.

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- (4) Supplemental Executive Retirement Plan (SERP) dividend for the year 2013; based on 12/31/2013 closing price.
- (5) Vesting of net PRSU granted on 3/29/2011 (previously reported on a Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on a Form 4 since the date of the grant).
- (6) Vesting of RSU granted on 3/29/2011 (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).

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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