

DENTSPY INTERNATIONAL INC /DE/

Form 4

February 25, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIZE ROBERT J.

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)

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

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Senior VP

YORK, PA 17401

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2015		M	1,450	A \$ 0 13,038	D	
Common Stock	02/21/2015		M	6,067	A \$ 0 19,105	D	
Common Stock	02/21/2015		F	2,790 (4)	D \$ 52.53 16,315	D	
Common Stock	02/23/2015		S	7,392 (7)	D \$ 52.4 8,923	D	

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

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(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
PRSU	\$ 52.53	02/21/2015		M			1,450 <u>(1)</u>	02/21/2015	<u>(2)</u>	Common Stock
RSU (Restricted Stock Unit)	\$ 52.53	02/21/2015		M			6,067 <u>(3)</u>	02/21/2015	<u>(2)</u>	Common Stock
Stock Option	\$ 52	02/23/2015		A		19,400		02/23/2016 ⁽⁵⁾	02/23/2025	Common Stock
RSU (Restricted Stock Unit)	\$ 0	02/23/2015		A		4,147		02/23/2018 ⁽⁶⁾	<u>(2)</u>	Common Stock
PRSU	\$ 0	02/24/2015		A		2,736		02/24/2017 ⁽⁶⁾	<u>(2)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIZE ROBERT J. 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401			Senior VP	

Signatures

Deborah M. Rasin, POA for Robert J. Size 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 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).
- (2) Not applicable to this transaction.
- (3) 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).
- (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.
- (7) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person.

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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