

Rasin Deborah
Form 4
February 27, 2013

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
DENTSPLY INTERNATIONAL
INC /DE/ [XRAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

221 WEST PHILADELPHIA
STREET, SUITE 60W

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2013

YORK, PA 17405

(City) (State) (Zip)

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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 40.86	02/25/2013	A		18,800		02/25/2016 ⁽¹⁾	02/25/2023	Common Stock
RSU (Restricted Stock Unit)	\$ 0	02/25/2013	A		7,138		02/25/2016 ⁽²⁾	⁽³⁾	Common Stock
PRSU	\$ 0	02/25/2013	A		2,855 ⁽⁴⁾		02/25/2016 ⁽²⁾	⁽³⁾	Common Stock
PRSU	\$ 0	02/26/2013	J			1,497 ⁽⁵⁾	⁽³⁾	⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rasin Deborah 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17405			VP & Secretary	

Signatures

Deborah M. Rasin
02/27/2013

**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 vest in annual one-third (1/3) increments over a three-year period ending February 25, 2016.
- (2) Shares vest in full (restrictions lapse) 3 years from the grant date.
- (3) Not applicable to this transaction.
- (4) Performance Based Restricted Stock Units (PRSUs) are subject to a one-year performance measurement period.
- (5) Performance Based Restricted Stock Units (PRSUs) are subject to a one-year performance measurement period. This filing reports the forfeiture of shares based on actual performance attainment. The original 2012 grant was awarded (at maximum) on 02/21/2012 and reported on a form 4.

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.