

Rasin Deborah  
Form 4  
March 31, 2011

**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 \*  
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)  
03/29/2011

YORK, PA 17405

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

(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)	Code	V	Amount	(D)	Price

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.**

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 of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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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	Amount or Number of Shares
PRSU	\$ 36.18	03/29/2011		A	2,416 (1)		03/29/2014 <sup>(2)</sup>	<sup>(3)</sup>	Common Stock	2,41
RSU (Restricted Stock Unit) Granted	\$ 36.18	03/29/2011		A	3,623		03/29/2014 <sup>(4)</sup>	<sup>(5)</sup>	Common Stock	3,62
Stock Option	\$ 36.18	03/29/2011		A	8,333		03/29/2012	03/29/2021	Common Stock	8,33
Stock Option	\$ 36.18	03/29/2011		A	8,334		03/29/2013	03/29/2021	Common Stock	8,33
Stock Option	\$ 36.18	03/29/2011		A	8,333		03/29/2014	03/29/2021	Common Stock	8,33

## 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	03/31/2011
**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) Performance Based Restricted Stock Units (PRSUs) have a one-year performance measurement period and a cumulative three (3) year service/vesting period.
- (2) Vests in full (restrictions lapse) 3 years from date of grant, subject to applicable performance requirement.
- (3) Not applicable to this transaction.

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(4) Vests in full (restrictions lapse) 3 years from date of grant.

(5) Not applicable to this transaction.

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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