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DENTSPLY INTERNATIONAL INC /DE/

Form 4

December 26, 2013

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

OMB Number:

3235-0287

Expires:

January 31, 2005

subject to Section 16. Form 4 or

Form 5 obligations

Check this box

if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Estimated average

burden hours per 0.5

OMB APPROVAL

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHOLMONDELEY PAULA H

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

DENTSPLY INTERNATIONAL

(Check all applicable)

INC /DE/ [XRAY]

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction (Month/Day/Year) 12/26/2013

Director 10% Owner Other (specify Officer (give title

221 WEST PHILADELPHIA STREET, SUITE 60W

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

YORK, PA 17401

1. Title of

Security

(Instr. 3)

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (Instr. 4) Following

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

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 Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) Disposed of (Instr. 3, 4, a 5)		f (D))		(Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Directors' Deferred Comp)	(1)	12/26/2013		A		367.437 (2)		(3)	<u>(4)</u>	Common Stock	367.437

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHOLMONDELEY PAULA H 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401

Signatures

Deborah M. Rasin, POA for Paula H. Cholmondeley

12/26/2013

**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 of Phantom Stock convert into Common Stock on a 1:1 basis.
- (2) Comprises credited Dividends on Directors' Deferred Compensation (DDC).
- (3) Value paid in stock upon termination of service as a Director.
- (4) 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. 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.

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