

Rasin Deborah
Form 4
March 31, 2011

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)
03/29/2011

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 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.

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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 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 <u>(1)</u>		03/29/2014 ⁽²⁾	<u>(3)</u>	Common Stock	2,416
RSU (Restricted Stock Unit) Granted	\$ 36.18	03/29/2011	A	3,623		03/29/2014 ⁽⁴⁾	<u>(5)</u>	Common Stock	3,623
Stock Option	\$ 36.18	03/29/2011	A	8,333		03/29/2012	03/29/2021	Common Stock	8,333
Stock Option	\$ 36.18	03/29/2011	A	8,334		03/29/2013	03/29/2021	Common Stock	8,334
Stock Option	\$ 36.18	03/29/2011	A	8,333		03/29/2014	03/29/2021	Common Stock	8,333

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 Date
Reporting Person

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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