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DENTSPLY INTERNATIONAL INC /DE/

Form 4

December 28, 2005

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

OMB Number:

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person *

CHOLMONDELEY PAULA H

(First) (Middle)

213 WINCHESTER STREET

(Street)

BROOKLINE, MA 02146

2. Issuer Name and Ticker or Trading

Symbol

DENTSPLY INTERNATIONAL INC /DE/ [(XRAY)]

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

12/27/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title below)

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

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of (Month/Day/Year) Execution Date, if Code

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Security Conversion (Month/Day/Year) **Expiration Date Underlying Securities** Execution Date, if Transactionof or Exercise (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Code any Derivative

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securit Acquir (A) or Dispos of (D) (Instr. 2 and 5)	ed ed				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (4Q2005 Deferred Compensation)	\$ 54.43	12/27/2005		A		3.86 (1)		(2)	(2)	Common Stock	3.86

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director 10% Owner Offic		Officer	Other			
CHOLMONDELEY PAULA H 213 WINCHESTER STREET BROOKLINE, MA 02146	X						

Signatures

By: Brian M. Addison, Esquire, POA for 12/28/2005

**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) Dividend on existing account balance
- (2) Value paid in stock upon retirement

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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