

JONES LESLIE A
Form 4
February 23, 2006

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 *
JONES LESLIE A

2. Issuer Name and Ticker or Trading Symbol
DENTSPLY INTERNATIONAL INC /DE/ [(XRAY)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ASHLAR HOUSE, 1921
STRAWBERRY FIELDS

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

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

(Street)
YORK, PA 17402

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 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 Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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(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	
Forward Contract (right/obligation to sell)	(1) (2)	02/21/2006	J(1)(2)				37,000	(1)(2)	(1)(2)	Common Stock	37,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES LESLIE A ASHLAR HOUSE 1921 STRAWBERRY FIELDS YORK, PA 17402	X			

Signatures

By: Brian M. Addison, Esquire,
POA for

Date

02/23/2006

**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).

On February 21, 2006, Mr. Jones entered into a variable share pre-paid forward purchase contract (the "Contract") with Mellon Bank, NA ("Mellon"), which provides that he is to pledge 37,000 shares to Mellon, and that Mellon may sell up to 37,000 of his shares of Class A Common Stock at the maturity date of the Contract, or 2/21/2008. As pre-payment for the pledge of these shares, Mellon paid Mr. Jones

(1) \$1,760,841.29, or approximately \$47.59 per share. At the end of the two-year period: A. If the Settlement Price is greater than \$65.64 per share (the Ceiling Price) Mr. Jones is obligated to deliver a number of shares equal to the product of 37,000 and the ratio obtained by dividing the sum (x) \$54.7015 (the Floor Price) and (y) the difference between the Settlement Price and the Ceiling Price, by the Settlement Price; and

(continued) B. If the Settlement Price is between the Floor Price and the Ceiling Price, Mr. Jones is obligated to deliver a number of shares equal to the product of 37,000 and the ratio that is obtained by dividing the Floor Price by the Settlement Price; and C. If the Settlement Price is at or below the Floor Price, Mr. Jones is obligated to deliver 37,000 shares. The number of shares of Common Stock (2) to be delivered by Mr. Jones is subject to adjustment in the case of certain antidilutive and extraordinary events and the payment of increased dividends by the Company on the Common Stock. All voting rights and dividends on the shares during the period in which the shares are pledged to Mellon shall remain with and be for the account of Mr. Jones. Mr. Jones may elect, within 5 days of the maturity date, to settle in cash in lieu of delivering shares, based on the Settlement Price.

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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