SMITH W KEITH Form 4 October 08, 2008

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

10% Owner

Other (specify

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

Symbol

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH W KEITH

(Middle)

(First)

116 RIDING TRAIL LANE

(Street)

(State)

(Month/Day/Year)

(Zip)

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

10/06/2008

INC /DE/ [(XRAY)]

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading

DENTSPLY INTERNATIONAL

Applicable Line)

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

Issuer

below)

X_ Director

Officer (give title

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

5. Amount of

Securities

PITTSBURGH, PA 15215

(City) 2. Transaction Date 2A. Deemed 1.Title of

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

(Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Beneficially Owned Following Reported Transaction(s)

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

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

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	` '	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Additional RSUs (1)	<u>(2)</u>	10/07/2008		A	2.09		(2)	(2)	Common Stock	2.09
Phantom Stock (3Q2008 Deferred Compensation)	\$ 34.94	10/06/2008		A	548.06		(3)	(3)	Common Stock	548.00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
SMITH W KEITH 116 RIDING TRAIL LANE PITTSBURGH, PA 15215	X						

Signatures

By: Brian M. Addison, Esquire, POA for 10/08/2008

**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 vested or unvested Restricted Stock Units (RSUs) awarded to participant, payable as additional units of phantom stock
- (2) Not applicable to this transaction.
- (3) 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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