SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	Address of Reportin	ng Person*	2. Date of Event Requiring Statement (Month/Day/Year) 04/07/2016		3. Issuer Name and Ticker or Trading Symbol <u>DENTSPLY SIRONA Inc.</u> [XRAY]					
(Last) (First) (Middle) 221 WEST PHILADELPHIA STREET STE 60 W (Street) YORK PA 17401					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify		. (Mon	5. If Amendment, Date of Original Filed (Month/Day/Year)		
				below) below)			6. Individual or Joint/Group Filing (Check Applicable Line)			
					Sr VP & Chief HR Officer X			Form filed by More than One		
10KK	PA							Reporting Person		
(City)	(State)	(Zip)								
			Table I - N	on-Deriva	tive Securities Beneficia	ally Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect (I (Instr. 5)	t (D) (Instr.		Beneficial Ownership	
Common Stock				13,530	D					
		(6			ve Securities Beneficiall ants, options, convertib		5)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Supplemental Executive Retirement Plan (SERP)			(1)	(2)	Common Stock	6,637	(1)	D		
RSU (Restricted Stock Unit)			(4)	(1)	Common Stock	10,749.958	0 ⁽³⁾	D		
PRSU (Performance Measured Restricted Stock Unit)		(5)	(1)	Common Stock	5,202.8	0 ⁽³⁾	D			
Stock Option		(6)	04/14/2019	Common Stock	17,650	26.72	D			
Stock Option		(6)	12/08/2019	Common Stock	23,200	33.86	D			
Stock Option		(6)	02/11/2021	Common Stock	21,900	36.62	D			
Stock Option		(6)	02/21/2022	Common Stock	18,300	38.74	D			
Stock Option			(6)	02/25/2023	Common Stock	13,800	40.86	D		
Stock Option		(7)	02/24/2024	Common Stock	15,000	45.11	D			
Stock Option			(8)	02/23/2025	Common Stock	14,800	52	D		
	Stock Option					12,100	55.91	D		

anation of Responses:

1. Non-applicable to this transaction.

2. Value paid in stock following the reporting person's retirement.

3 Shares convert to common stock on a 1.1 basis

4. Includes: (i) 4,173 RSUs granted on 2/24/2014; (ii) 3,173 RSUs granted on 2/23/2015; and (iii) 3,327 RSUs granted on 2/17/2016, each of which shall vest in full (restrictions lapse) three years from the grant date.

5. Includes: (i) 1,621 PRSUs granted on 2/24/2014 and attained on 2/24/2015; and (ii) 3,526 PRSUs granted on 2/23/2015 and attained on 2/23/2016, each of which shall vest in full (restrictions lapse) three years from the grant date.

6. This option is fully vested and exercisable.

7. Stock Options vest in annual one-third (1/3) increments over a three-year period ending February 24, 2017.

8. Stock Options vest in annual one-third (1/3) increments over a three-year period ending February 23, 2018.

9. Stock Options vest in annual one-third (1/3) increments over a three-year period ending February 17, 2019.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Michael Friedlander, Attorney-In-Fact for Maureen J. **MacInnis**

04/18/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS Know all by these presents, that the undersigned hereby constitutes and appoints each of Jonathan I. Friedman, and Michael Friedlander, or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of DENTSPLY SIRONA Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

2. To and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") [and any securities exchange or similar authority], including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC;

3. Seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information;

4. Take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-infact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney(s)-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is(are) not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney(s)-in-fact. IN WITNESS WHEREOF, the undersigned has executed this Limited

Power of Attorney as of this 7th day of April, 2016.

Signed and acknowledged: /s/ Maureen J. MacInnis

)-in-fact. IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 7th day of April, 2016.

Signed and acknowledged: /s/