

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement / / Confidential, for Use
of the Commission
Only (as permitted by
Rule 14a-6(e)(2))

/X/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Pursuant to Rule 14a-11(c) or Rule
14a-12

DENTSPLY International Inc.

(Name of Registrant as Specified In Its Charter)

DENTSPLY International Inc.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1),
14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange
Act Rule 14a-6(i)(3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction
applies:

(2) Aggregate number of securities to which transaction
applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee
is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee was
paid previously. Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

DENTSPLY International
570 West College Avenue
P.O. Box 872
York, PA 17405-0872
(717) 845-7511
Fax (717) 854-2343

April 19, 1996

Dear DENTSPLY Stockholder:

You are cordially invited to attend the 1996 Annual Meeting of Stockholders
to be held on Thursday, May 23, 1996, at 9:30 a.m., at the Company's Employee
Meeting Room in York, Pennsylvania.

The Annual Meeting will begin with a report on Company operations, followed
by discussion and voting on the matters described in the accompanying Notice of
Annual Meeting and Proxy Statement.

Whether or not you plan to attend, you can ensure that your shares are
represented at the Annual Meeting by promptly completing, signing, dating and
returning the enclosed proxy card in the envelope provided.

Sincerely,

/s/ Burton C. Borgelt

Burton C. Borgelt
Chairman of the Board

DENTSPLY INTERNATIONAL INC.
570 West College Avenue
York, Pennsylvania 17405-0872

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON THURSDAY, MAY 23, 1996

The Annual Meeting of Stockholders (the "Annual Meeting") of DENTSPLY International Inc., a Delaware corporation (the "Company"), will be held on Thursday, May 23, 1996, at 9:30 a.m., local time, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, for the following purposes:

1. To elect three Class I directors to serve for a term of three years and until their respective successors are duly elected and qualified;
2. To ratify the appointment of KPMG Peat Marwick LLP, independent certified public accountants, to audit the books and accounts of the Company for the year ending December 31, 1996; and
3. To transact such other business as may properly come before the Annual Meeting and any and all adjournments and postponements thereof.

The Board of Directors has fixed the close of business on April 5, 1996 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

The enclosed proxy is solicited by the Board of Directors of the Company. Reference is made to the accompanying Proxy Statement for further information with respect to the business to be transacted at the Annual Meeting.

A complete list of the stockholders entitled to vote at the Annual Meeting will be available during ordinary business hours for examination by any stockholder, for any purpose germane to the Annual Meeting, for a period of at least ten days prior to the Annual Meeting, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania.

The Board of Directors urges you to complete, sign, date and return the enclosed proxy card promptly. You are cordially invited to attend the Annual Meeting in person. The return of the enclosed proxy card will not affect your right to revoke your proxy or to vote in person if you do attend the Annual Meeting.

By order of the Board of Directors,
J. PATRICK CLARK
Vice President, Secretary and
General Counsel

York, Pennsylvania
April 19, 1996

YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY SHARES YOU OWNED ON THE RECORD DATE.

PLEASE INDICATE YOUR VOTING INSTRUCTIONS ON THE ENCLOSED PROXY CARD, DATE AND SIGN IT, AND RETURN IT IN THE ENVELOPE PROVIDED, WHICH IS ADDRESSED FOR YOUR CONVENIENCE AND NEEDS NO POSTAGE IF MAILED IN THE UNITED STATES. IN ORDER TO AVOID THE ADDITIONAL EXPENSE TO THE COMPANY OF FURTHER SOLICITATION, WE ASK YOUR COOPERATION IN MAILING YOUR PROXY PROMPTLY.

DENTSPLY INTERNATIONAL INC.
570 West College Avenue
York, Pennsylvania 17405-0872

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of DENTSPLY International Inc., a Delaware corporation ("DENTSPLY" or the "Company"), for use at the Company's 1996 Annual Meeting of Stockholders (together with any and all adjournments and postponements thereof, the "Annual Meeting") to be held on Thursday, May 23, 1996, at 9:30 a.m., local time, at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This Proxy Statement, together with the foregoing Notice and the enclosed proxy card, are first being sent to stockholders on or about April 19, 1996.

The Board of Directors has fixed the close of business on April 5, 1996 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting. On the record date, there were 26,953,269 shares of Common Stock of the Company, par value \$.01 per share ("Common Stock"), outstanding and entitled to vote. Each share of Common Stock is entitled to one vote per share on each matter properly brought before the Annual Meeting. Shares can be voted at the Annual Meeting only if the stockholder is present in person or is represented by proxy. The presence, in person or by proxy, at the Annual Meeting of shares of Common Stock representing at least a majority of the total number of shares of Common Stock outstanding on the record date will constitute a quorum for purposes of the Annual Meeting.

The Board of Directors knows of no matters which are to be brought before the Annual Meeting other than those set forth in the accompanying Notice of Annual Meeting of Stockholders. If any other matters properly come before the Annual Meeting, the persons named in the enclosed proxy card, or their duly appointed substitutes acting at the Annual Meeting, will be authorized to vote or otherwise act thereon in accordance with their judgment on such matters. If the enclosed proxy card is properly executed and returned prior to voting at the Annual Meeting, the shares represented thereby will be voted in accordance with the instructions marked thereon. In the absence of instructions, shares represented by executed proxies will be voted as recommended by the Board of Directors.

Any proxy may be revoked at any time prior to its exercise by attending the Annual Meeting and voting in person, by notifying the Secretary of the Company of such revocation in writing or by delivering a duly executed proxy bearing a later date, provided that such notice or proxy is actually received by the Company prior to the taking of any vote at the Annual Meeting.

The cost of solicitation of proxies for use at the Annual Meeting will be borne by the Company. Solicitations will be made

primarily by mail or by facsimile, but regular employees of the Company may solicit proxies personally or by telephone.

Brokers, banks and other nominee holders will be requested to obtain voting instructions of beneficial owners of stock registered in their names. Shares represented by a duly completed proxy submitted by a nominee holder on behalf of beneficial owners will be counted for quorum purposes, and will be voted to the extent instructed by the nominee holder on the proxy card. The rules applicable to a nominee holder may preclude it from voting the shares that it holds on certain kinds of proposals unless it receives voting instructions from the beneficial owners of the shares (sometimes referred to as "broker non-votes").

ELECTION OF DIRECTORS

The Amended and Restated Certificate of Incorporation and the By-Laws of the Company provide that the number of directors (which is to be not less than three) is to be determined from time to time by resolution of the Board of Directors. The Board is currently comprised of 10 persons; however, the Board will be reduced to 9 persons upon the resignation of Dr. Arthur L. Herbst as a Class I director after the 1996 Annual Meeting of Stockholders.

Pursuant to the Company's Amended and Restated Certificate of Incorporation, the members of the Board of Directors are divided into three classes. Each class is to consist, as nearly as may be possible, of one-third of the whole number of members of the Board. The term of the Class I directors expires at the Annual Meeting. The terms of the Class II and Class III directors will expire at the 1997 and 1998 Annual Meetings of Stockholders, respectively. At each Annual Meeting, the directors elected to succeed those whose terms expire are of the same class as the directors they succeed and are elected for a term to expire at the third Annual Meeting of Stockholders after their election and until their successors are duly elected and qualified. A director elected to fill a vacancy is elected to the same class as the director he succeeds, and a director elected to fill a newly created directorship holds office until the next election of the class to which such director is elected.

The three remaining incumbent Class I directors are nominees for election this year for a three-year term expiring at the 1999 Annual Meeting of Stockholders. In the election, the three persons who receive the highest number of votes actually cast will be elected. Broker non-votes will not be treated as votes cast. The proxies named in the proxy card intend to vote for the election of the three Class I nominees listed below unless otherwise instructed. If a holder does not wish his or her shares to be voted for a particular nominee, the holder must identify

the exception in the appropriate space provided on the proxy card, in which event the shares will be voted for the other listed nominees. If any nominee becomes unable to serve, the proxies may vote for another person designated by the Board of Directors or the Board may reduce the number of directors. The Company has no reason to believe that any nominee will be unable to serve.

Set forth below is certain information with regard to each of the nominees for election as Class I directors and each continuing Class II and Class III Director.

Nominees for Election as Class I Directors

Name and Age	Principal Occupation and Directorships
Burton C. Borgelt..... Age 63	Mr. Borgelt, the Chairman of the Board of the Company, was named Chief Executive Officer of the Company upon the resignation of John J. McDonough as Chief Executive Officer on February 8, 1995 and served in that capacity until December 31, 1995. Mr. Borgelt continues as Chairman and was succeeded as Chief Executive Officer by John C. Miles II on January 1, 1996. Mr. Borgelt has served as Chairman of the Board and a director of the Company since the June 11, 1993 merger (the "Merger") of Dentsply International Inc. ("Old Dentsply") and GENDEX Corporation ("Gendex"), of which the Company is the surviving corporation. Prior thereto, Mr. Borgelt served as Chairman of the Board and Chief Executive Officer of Old Dentsply commencing in March 1989 and as the Chief Executive Officer and a director of Old Dentsply commencing in February 1981. Mr. Borgelt also serves as a director of Mellon Bank Corporation, De Vlieg Bullard, Inc. and Quill Corporation.
Douglas K. Chapman.... Age 68	Mr. Chapman has been retired since March 1993. From January 1978 to March 1993, he was Chairman and a director of ACCO World Corporation, a company involved in the manufacture and sale of office products, and from January 1987 to December 1990, he was also the Chief Executive Officer of ACCO World Corporation. Mr. Chapman has served as a director of the Company since the Merger and prior thereto served as a director of Old Dentsply.

Name and Age	Principal Occupation and Directorships
C. Frederick Fetterolf. Age 67	Mr. Fetterolf has been retired since August 1991. In February 1983, he was elected a director and President of Alcoa and was appointed Chief Operating Officer of Alcoa in April 1985. He currently serves as a director of Allegheny Ludlum Corporation, Mellon Bank Corporation, Union Carbide, Praxair Inc., CasTech Aluminum Group, Urethane Technologies, Inc. and Quaker State Corporation. Mr. Fetterolf has been a director of the Company since December 1995.

Directors Continuing as Class II Directors

Name and Age	Principal Occupation and Directorships
William S. Green..... Age 53	Mr. Green has been a Managing Director of the firm of Cravey Green & Wahlen Inc., a venture capital investment firm in Atlanta, Georgia, since 1985. Prior thereto, Mr. Green was a Managing Director in the investment banking department of Dean Witter Reynolds, Inc. He currently serves as a director of Amresco Inc. and Cameron Ashley Inc. Mr. Green has served as a director of the Company since 1987.
Leslie A. Jones..... Age 56	Mr. Jones has been Chairman and a director of OBOS Inc., a manufacturer of communication devices, since August 1993. From 1992 until August 1993 he was a private investor. From January 1991 to January 1992, he was a Senior Vice President and Special Assistant to the President of Old Dentsply. Prior to that time, Mr. Jones served as Old Dentsply's Senior Vice President of North American Operations. Mr. Jones has served as a director of the Company since the Merger, and prior thereto served as a director of Old Dentsply.

Directors Continuing as Class III Directors

Name and Age	Principal Occupation and Directorships
Michael J. Coleman..... Age 52	Mr. Coleman is the President of Cape Publications and publisher of FLORIDA TODAY, Melbourne, Florida, and has been the President of the South Regional Newspapers Group since 1991. From July 1986 to May 1991, Mr. Coleman was the President and publisher of the ROCKFORD REGISTER STAR. Mr. Coleman is a member of the American Newspaper Publishers Association and the American Society of Newspaper Editors. Mr. Coleman has served as a director of the Company since 1991.
Arthur A. Dugoni, D.D.S., M.S.D..... Age 70	Dr. Dugoni has been Dean of the University of the Pacific School of Dentistry since 1978. He is President of the American Association of Dental Schools, and has served as President (1988), Treasurer (1987) and a member of the Board of Trustees (1989 to 1990) of the American Dental Association. Since 1992, Dr. Dugoni has been Treasurer of the Federation Dentaire Internationale, an international organization representing over 85 countries in the areas of oral health and education. From 1990 to 1993, he was Director of the American Fund for Dental Health, a foundation that raises money to improve public health and the quality of dental education. Dr. Dugoni has served as a director of the Company since 1993.

The Company's Board of Directors met five times during 1995. The Board has an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating Committee.

The Executive Committee provides guidance to the executive officers of the Company between meetings of the Board. The members of the Executive Committee are Messrs. Borgelt (Chairman), Jones and Miles. The Executive Committee held one meeting during 1995.

The Audit Committee is responsible for nominating the Company's independent auditors for approval by the Board; reviewing the scope, results and costs of the audit with the Company's independent auditors; reviewing the financial statements of the Company and the audit function to ensure compliance with requirements of regulatory agencies and appropriate disclosure of necessary information to the stockholders of the Company. The members of the Audit Committee during 1995 were Messrs. McDonough (Chairman), Green and Smith. Mr. McDonough resigned from the Audit Committee in October 1995, at which time Mr. Smith was appointed Chairman of the Committee. The Audit Committee met twice during 1995.

The Compensation Committee is responsible for administering compensation levels for all officers of the Company and for administering the Company's 1993 Stock Option Plan. The members of the Compensation Committee are Mr. Jones (Chairman) and Drs. Herbst and Dugoni. The Compensation Committee met three times during 1995.

The Nominating Committee is responsible for identifying and recommending individuals to serve on the Board. The members of this Committee during 1995 were Messrs. Smith (Chairman) and Coleman and Dr. Dugoni. The Nominating Committee met twice during 1995. The Company's By-Laws require that stockholders seeking to nominate persons for election to the Board, or to propose other business to be brought before an Annual Meeting of Stockholders, comply with certain procedures. See "Other Matters."

RATIFICATION OF APPOINTMENT OF INDEPENDENT CERTIFIED ACCOUNTANTS

The Board of Directors has selected KPMG Peat Marwick LLP to serve as the Company's principal accountants for the year ending December 31, 1996. In the event the appointment of KPMG Peat Marwick LLP for 1996 is ratified, it is expected that KPMG Peat Marwick LLP will also audit the books and accounts of certain subsidiaries of the Company at the close of their current fiscal years. A representative of KPMG Peat Marwick LLP will be present at the Annual Meeting and will have the opportunity to make a statement, if such person desires to do so, and to respond to appropriate questions.

The proposal to ratify the appointment of KPMG Peat Marwick LLP will be approved by the stockholders if it receives the affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal. If a proxy card is specifically marked as abstaining from voting on the proposal, the shares represented thereby will not be counted as having been voted for or against the proposal.

The Board of Directors unanimously recommends a vote FOR ratification of the selection of KPMG Peat Marwick LLP
as independent auditors.

EXECUTIVE COMPENSATION

Summary Compensation

The following table sets forth information regarding compensation of certain executive officers (the "named executive officers") of the Company for the years ended December 31, 1995, 1994, and 1993.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation			
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Restricted Stock Award(s) (\$)	Options/ SARs (#)	LTIP Payouts (\$)	All Other Compensation(1) (\$)
Burton C. Borgelt Chairman of the Board and Chief Executive Officer(2)	1995	535,000	--	--	--	40,000	--	4,064
	1994	350,000	--	--	--	15,000	--	4,600
	1993	333,000	416,706	--	--	--	--	60,000
John J. McDonough(2)	1995	445,000	--	3,060,000(4)	--	--	--	1,625
	1994	535,000	351,750	--	--	40,100	--	1,840
	1993	350,000	375,000	--	--	--	--	--
John C. Miles II President and Chief Operating Officer(2)	1995	386,880	--	--	--	27,900	--	4,064
	1994	372,000	210,000	--	--	27,900	--	4,600
	1993	227,000	344,341	--	--	--	--	60,000
John H. Weiland Senior Vice President, North American Operations(3)	1995	192,400	72,200	--	--	--	--	4,064
	1994	185,000	102,906	--	--	11,600	--	4,600
	1993	152,000	110,415	--	--	--	--	44,291
Michael R. Crane Senior Vice President, Europe, Mideast, Africa and Commonwealth of Independent States(3)	1995	188,700	76,900	--	--	11,600	--	4,064
	1994	185,000	77,468	--	--	11,600	--	4,600
	1993	159,000	115,002	--	--	--	--	45,021

- (1) Includes amounts contributed to The DENTSPLY International Inc. Employee Stock Ownership Plan (the "Company ESOP") and amounts accrued for the named executive officers under DENTSPLY's Deferred Compensation Plan (the "Deferred Compensation Plan"). Under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), the maximum amount that can be contributed annually to the Company ESOP in respect of any employee is generally an amount equal to the lesser of \$30,000 or 25% of such employee's covered compensation. Contributions to the Company ESOP in 1995, 1994, and 1993 were: \$4,064, \$4,600 and \$30,000 for Mr. Borgelt; \$1,625, \$1,840 and \$0 for Mr. McDonough; \$4,064, \$4,600 and \$30,000 for Mr. Miles; \$4,064, \$4,600 and \$30,000 for Mr. Weiland; and \$4,064, \$4,600 and \$30,000 for Mr. Crane, respectively. Under the Deferred Compensation Plan, an eligible employee was entitled to be credited with units that were equivalent to the shares of Common Stock that would have been allocated to such employee's Company ESOP account but for the Internal Revenue Code limitation, up to a maximum contribution amount of \$60,000. At the time of the Merger, participants received payments in cash for units allocated to their accounts based on the then most recently determined value of a share of Common Stock. Contributions to the Deferred Compensation Plan in 1993 were: \$30,000 for Mr. Borgelt; \$30,000 for Mr. Miles; \$14,291 for Mr. Weiland; and \$15,021 for Mr. Crane.
- (2) In February 1995, Mr. Borgelt became Chief Executive Officer of the Company, upon the resignation of Mr. McDonough from that office. In October 1995, Mr. McDonough resigned from the Board. In January 1996, Mr. Miles became Chief Executive Officer of the Company, upon the resignation of Mr. Borgelt from that office.
- (3) In January 1996, Mr. Crane became the Senior Vice President, North American Group, upon the resignation of Mr. Weiland from that office.
- (4) Consists of value realized upon exercise of a Nonstatutory Stock Option to purchase 120,000 shares of the Common Stock of the Company at an exercise price of \$12.50 per share.

Stock Options

The Company maintains four stock option plans pursuant to which options to acquire shares of the Company's Common Stock have been granted to key employees and directors of the Company. Participation in the Company's stock option plans is generally limited to full-time employees and directors of the Company. Options are granted under these plans at 100% of the fair market value of the Company's Common Stock on the date of grant. Under the Company's 1987 Stock Option Plan, the aggregate number of shares of Common Stock that may be issued pursuant to options is 560,000 shares; under the Company's 1992 Stock Option Plan, the aggregate number of shares of Common Stock that may be issued pursuant to options is 440,000 shares; under the Company's 1993 Stock Option Conversion Plan, the aggregate number of shares of Common Stock that may be issued pursuant to options is 27,927

shares; and under the Company's 1993 Stock Option Plan (the "1993 Stock Option Plan"), the aggregate number of shares of Common Stock that may be issued pursuant to options is the greater of 5% of the number of shares outstanding on December 31 of each year or 1,000,000 shares. The maximum number of shares of Common Stock issued under such plans is subject to adjustment in the event of certain fundamental corporate transactions specified in the respective plans, such as mergers, consolidations, recapitalizations, reorganizations, stock splits and stock dividends.

The following table sets forth certain information with respect to grants of options during the year ended December 31, 1995 and their potential realizable values.

OPTION GRANTS IN LAST FISCAL YEAR

Name	Individual Grants			Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
	Options Granted (#)	% of Total Options Granted to Employees in Fiscal Year	Exercise Price (\$/Share)		5% (\$)	10% (\$)
Burton C. Borgelt.....	25,000	5.59	34.75	03/13/2005	546,352	1,384,564
	15,000	3.35	37.75	12/14/2005	356,112	902,457
John J. McDonough.....	--	--	--	--	--	--
John C. Miles II.....	27,900	6.23	37.75	12/14/2005	662,368	1,678,569
John H. Weiland.....	--	--	--	--	--	--
Michael R. Crane.....	11,600	2.59	37.75	12/14/2005	275,393	697,900

The following table sets forth certain information with respect to the exercise of options during the year ended December 31, 1995 and the value of options held at that date.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired On Exercise (#)	Value Realized (\$)	Number of Unexercised Options Held at Fiscal Year-End		Value of Unexercised in-the-Money Options at Fiscal year-End (\$)(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Burton C. Borgelt.....	--	--	15,000	40,000	--	165,000
John J. McDonough.....	120,000	3,060,000	13,367	26,733	--	--
John C. Miles II.....	--	--	9,300	46,500	--	62,775
John H. Weiland.....	--	--	3,867	7,733	--	--
Michael R. Crane.....	--	--	3,867	19,333	--	26,100

(1) Represents the difference between the last reported sale price of the Common Stock as reported on the Nasdaq National Market on December 31, 1995 (\$40.00) and the exercise price of the options, multiplied by the number of shares of Common Stock issuable upon exercise of the options.

Split Dollar Insurance Agreement

The Company and The McDonough Insurance Trust (the "Trust") are parties to a Split Dollar Insurance Agreement (the "Split Dollar Agreement") dated April 4, 1988 as amended and restated by agreement dated October 25, 1995. The amended and restated agreement provides that the premiums in the amount of \$662,100 paid on a life insurance policy (the "Policy") on the life of Marilyn McDonough, John J. McDonough's wife, with a current death benefit of approximately \$5,000,000 will be repaid to the Company when the policy is terminated or cancelled or when Mrs. McDonough dies. The beneficiary of the Policy is the Trust and the beneficiaries of the Trust are the five children of John J. McDonough. As collateral to secure the payment of the premiums paid by the Company, the Trust has pledged the cash surrender value of the policy to the Company. The cash surrender value of the Policy is approximately \$633,518.

Employment Agreements

The Company has entered into employment agreements with each of the named executive officers. During 1994, John J. McDonough was employed under an employment agreement with the Company effective May 21, 1993. Pursuant to an agreement with the Company dated February 8, 1995 (the "1995 Agreement"), the 1993 employment agreement was terminated, and Mr. McDonough agreed to continue to serve as an employee of the Company, and in that capacity to render consulting services to the Company as requested. The 1995 Agreement provides that, if Mr. McDonough dies after the inception of the "Consulting Period" (as defined in the 1995 Agreement) and prior to the expiration of the 1995 Agreement or its earlier termination by Mr. McDonough, the Company will be obligated to pay to Mr. McDonough's heirs or legatees the amounts that would be payable as salary under the 1995 Agreement for the balance of its term. Under the 1995 Agreement, the Company agreed to purchase from McDonough family interests up to 800,000 shares of Common Stock at \$34.47 per share; all of such shares were repurchased by the Company on February 15, 1995 for an aggregate of \$27,574,400, with a settlement date of March 2, 1995.

During 1995, Burton C. Borgelt was employed under an employment agreement with the Company effective February 8, 1995. Pursuant to an agreement with the Company dated January 1, 1996 (the "1996 Agreement"), the 1995 employment agreement was terminated, and Mr. Borgelt agreed to continue to serve as Chairman of the Board of Directors or in such other position consistent with his prior experience as assigned to him by the Board of Directors of the Company. The 1996 Agreement provides that, if Mr. Borgelt dies prior to the expiration of the 1996 Agreement or its earlier termination by Mr. Borgelt, the Company will be obligated to pay to Mr. Borgelt's heirs or legatees the amounts that would be payable as salary under the 1996 Agreement for the balance of its term.

The Company entered into employment agreements with John C. Miles II, Michael R. Crane and John H. Weiland. Each of these employment agreements provides that, upon termination of such individual's employment with the Company as a result of the employee's death, the Company is obligated to pay the employee's estate the then current base compensation of the employee for a period of one year following the date of the employee's death, together with the employee's pro rata share of any incentive or bonus payments due for the period prior to the employee's death. Each of the employment agreements also provides that, in the event that the employee's employment is terminated by the Company (in certain cases without "cause," as defined in the employment agreements) or by the employee with "good reason" (as described in the employment agreements), (i) the Company will be obligated to pay the employee for a period of two years subsequent to termination of employment at the rate paid to the employee during the prior 12 month period, and (ii) the employee will be entitled to receive the benefits that would have been accrued by him during the two year period following termination of employment under all employee benefit plans, programs or other arrangements of the Company or any of its affiliates in which the employee participated before the termination of his employment. In the event that such termination of employment is made by the Company without cause or by the employee with good reason after a "change in control" (as defined in the employment agreements), the employee may require the Company to pay to the employee, within five days after the employee's request for such payment, the present value of the amounts that would have been payable to him under the employment agreement during the two year period following such termination of employment.

The Company has also entered into employment agreements with certain other members of senior management having terms substantially similar to those described above.

Supplemental Retirement Benefits

Pursuant to an agreement with the Company, Mr. Borgelt will be provided with supplemental retirement benefits of approximately \$23,000 per year, based upon 24 years of credited service at certain historical rates of compensation less vested benefits from plans of other employers. The benefits to be provided by the Company are unfunded.

Compensation of Directors

Members of the Board of Directors who are not employees of the Company ("Outside Directors") receive an annual fee of \$20,000 (\$22,000 for Outside Directors who are chairpersons of either the Compensation Committee or the Audit Committee) and an additional fee of \$1,000 for each meeting attended. In addition, in 1993 each Outside Director received a nondiscretionary grant of options to purchase 3,000 shares of Common Stock under the 1993 Stock Option Plan. Each Outside Director will automatically receive an additional grant of 3,000 options on every third

anniversary of the date of the initial grant of options. Directors are reimbursed for travel and other expenses relating to attendance at Board and Committee meetings.

During 1994, the Company established the Directors' Deferred Compensation Plan (the "Deferred Plan"), which permits members of the Board of Directors who are not employees of the Company to elect to defer receipt of directors' fees or other compensation for their services as directors. Payment under the Deferred Plan will not be made to any Outside Director until the director ceases to be a Board member.

Compensation Committee Interlocks and Insider Participation

Dr. Herbst and Messrs. Chapman and Coleman were members of the Compensation Committee until May 1995 and Drs. Herbst and Dugoni and Mr. Jones were members of that Committee from May 1995 to date.

The Company leases its Des Plaines, Illinois facility (the "Des Plaines Facility") from McDonough Partners I, an Illinois partnership consisting of John J. McDonough, Edwin J McDonough, Allison J. McDonough, J. B. Bultman and Arthur L. Herbst, M.D. (the "Partnership"). The interests of each of the partners in the Partnership are as follows: John J. McDonough, 64%; Dr. Herbst, 11%; Edwin J. McDonough, 10%; J. B. Bultman, 8.2% and Allison J. McDonough, 6.8%. Dr. Herbst is a director and John J. McDonough is an employee and former director of the Company. John J. McDonough is the father of Edwin J. McDonough and Allison J. McDonough. Based on appraisals received from an independent appraisal firm and as a result of negotiations between the Partnership and a special committee of the Board appointed to advise the Company with respect to the terms of the proposed transaction, the Partnership had purchased the Des Plaines Facility from Midwest Dental Products Corporation, a subsidiary of the Company ("Midwest"), for \$5,500,000 which was paid in cash at the closing of the transaction in September 1991. At the time of the Company's acquisition of Midwest, the Des Plaines Facility was allocated a value of \$5,400,000 based on an appraisal performed for the Company's lender in connection with a credit agreement. The term of the lease between the Partnership and the Company is 20 years with the Company having an option to extend the term of the lease for one additional five year term. The annual rental currently payable by the Company to the Partnership is \$3.93 per square foot, or approximately \$670,899 per year, subject to increase on an annual basis as determined by an annual independent appraisal. The lease provides that the maximum cumulative increase in the amount of the rental payable by the Company to the Partnership cannot exceed 3% per year during the term of the lease. The lease provides that the Company is responsible for paying all taxes, utilities, maintenance and repair costs with respect to the Des Plaines Facility. The Company believes that the terms of the lease are no less favorable to the Company than those which could have been obtained if the transaction had been with unaffiliated third parties.

Pursuant to an agreement dated December 16, 1994, the Company sold its collimator and cable x-ray accessory business for approximately \$1.3 million to a company controlled by Edwin J. McDonough, the son of John J. McDonough.

See "Employment Agreements" above for a discussion of the agreements dated: February 8, 1995 between the Company and John J. McDonough; and January 1, 1996 between the Company and Burton C. Borgelt.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of the Company's Common Stock as of March 1, 1996 held by each person who is known by the Company to have been the beneficial owner of more than five percent of the Company's Common Stock on such date, by each director and executive officer of the Company (including each executive officer of the Company named in the Summary Compensation Table) and by all directors and executive officers of the Company as a group.

Directors, Executive Officers and Five Percent Stockholders	Shares Owned Beneficially	
	Number	Percent
The DENTSPLY International Inc. Employee Stock Ownership Plan Trust.....	6,349,906(1)	23.6%
c/o State Street Bank and Trust Company P. O. Box 1389 Boston, MA 02104-1389		
Harris Associates L.P..... and Harris Associates, Inc. Two North LaSalle Street Suite 500 Chicago, IL 60602	2,028,456(2)	7.5%
Burton C. Borgelt.....	456,475(3)	1.7%
Michael R. Crane.....	29,118(4)	*
John J. McDonough.....	27,389(5)	*
John C. Miles II.....	144,359(6)	*
John H. Weiland.....	10,557(7)	*
Douglas K. Chapman.....	16,743(8)	*
Michael J. Coleman.....	4,100(8)	*
Arthur A. Dugoni, D.D.S., M.S.D....	2,000(8)	*
C. Frederick Fetterolf.....	250	*
William S. Green.....	52,000(9)	*
Arthur L. Herbst, M.D.....	9,000(10)	*
Leslie A. Jones.....	253,686(8)	*
W. Keith Smith.....	7,285(8)	*
All directors and executive officers as a group (17 persons).....	1,288,343(11)	4.8%

* Less than 1%

- (1) Participants in the Company ESOP have the right to direct the trustee of the Company ESOP as to the voting of shares allocated to such participants' accounts on all matters submitted to a vote of the stockholders of the Company, including the election of directors. Unallocated shares and shares as to which no directions are received by the trustee of the Company ESOP are voted as directed by the Company ESOP Committee, which consists of certain employees of the Company. As of March 1, 1996, 5,457,722 of the shares held by the trust holding the assets of the Company ESOP were allocated to participant accounts and 892,184 shares remained unallocated. Each Company ESOP participant who is fully vested is entitled to receive a distribution of all of the shares of Common Stock allocated to his or her account as soon as practicable after such participant's employment with the Company terminates. In general, except for certain participants who are age 55 or older and have been participants in the Company ESOP for at least 10 years, participants are not entitled to sell shares allocated to their accounts until their employment has terminated and the shares allocated to such participants' accounts are distributed to them.
- (2) Based upon information contained in an Amendment No. 1 to Schedule 13G filed by Harris Associates L.P., a Delaware limited partnership, and Harris Associates, Inc., its general partner, on or about February 2, 1996. Harris Associates L.P. is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, as amended. Consists of 2,000,156 shares over which Harris Associates L.P. has sole dispositive power, and 28,300 shares over which Harris Associates has shared voting power and shared dispositive power, by reason of advisory and other relationships with the persons who own such shares.
- (3) Includes 57,352 shares owned by trusts of which Mr. Borgelt is a co-trustee with shared investment and voting power, 83,456 shares allocated to the Company ESOP account of Mr. Borgelt, and 23,333 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of March 1, 1996.
- (4) Includes 1,500 shares held by Mr. Crane's children, 16,638 shares allocated to the Company ESOP account of Mr. Crane, and 7,733 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of March 1, 1996.
- (5) Includes 656 shares allocated to the Company ESOP account of Mr. McDonough, and 26,733 shares which could be acquired pursuant to the exercise of stock options exercisable within 60 days of March 1, 1996.

- (6) Includes 48,347 shares allocated to the Company ESOP account of Mr. Miles, 5,897 shares held in Mr. Miles' individual retirement account, and 18,600 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of March 1, 1996.
- (7) Includes 6,957 shares allocated to the Company ESOP account of Mr. Weiland.
- (8) Includes 2,000 shares which could be acquired pursuant to exercise of stock options exercisable within 60 days of March 1, 1996.
- (9) Includes 40,000 shares which could be acquired pursuant to the exercise of a warrant exercisable within 60 days of March 1, 1996, and 2,000 shares which could be acquired pursuant to the exercise of options exercisable within 60 days of March 1, 1996.
- (10) Includes 1,000 shares owned by Dr. Herbst's spouse, as to which he disclaims beneficial ownership, and 2,000 shares which could be acquired pursuant to the exercise of stock options exercisable within 60 days of March 1, 1996.
- (11) Includes 93,225 shares held by or for the benefit of others, 5,897 shares held in an individual retirement account, 260,368 shares allocated to employees' ESOP accounts, and 154,065 shares which could be acquired pursuant to the exercise of warrants and options exercisable within 60 days of March 1, 1996.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee is pleased to present its report on executive compensation. This report describes the components of the Company's executive officer compensation programs and the basis on which compensation determinations for 1995 were made with respect to the executive officers of the Company.

Following the Merger in 1993, the Company retained the consulting firm Hewitt Associates ("Hewitt") to conduct a study of the Company's executive compensation practices. In December 1995, the Committee retained Towers Perrin ("Towers") to further study the Company's executive compensation practices. The Compensation Committee reviewed the findings of these studies and made its recommendations to the Board of Directors of the Company at the meetings held in December 1994 and February, March, May, and December 1995.

Compensation Philosophy

It is the philosophy of the Company that a significant portion of executive compensation be directly linked to the Company's success in meeting profit, growth and corporate performance goals, as well as increases in stockholder value. The Compensation Committee utilizes the following objectives as guidelines for compensation decisions:

- Provide a competitive total compensation package that enables the Company to attract and retain key personnel.
- Provide a broad-based compensation package that equitably recognizes the contributions of all management personnel.
- Provide variable compensation opportunities, primarily on an annual basis, that are directly linked to corporate performance goals.
- Provide long-term compensation opportunities, through stock options, that align executive compensation with value received by stockholders.

The Company does not anticipate that it will be affected in the near future by Section 162(m) of the Internal Revenue Code, which imposes an annual limit of \$1,000,000 per person on the federal income tax deduction for executive compensation. If the Company were to determine that Section 162(m) might limit the deductibility of certain payments, the Company would consider the steps necessary to modify its compensation programs so that the problem of non-deductibility would be avoided.

Compensation Program Components

The Compensation Committee periodically reviews the Company's compensation programs to ensure that pay levels and incentive opportunities are competitive and reflect the performance of the Company. The compensation program for executive officers is comprised of the following components: base salary, annual incentive compensation and stock options. Each of these components is summarized below.

Base Salary. In December 1994 and February, March and May 1995, the Committee reviewed and approved the base salaries of Burton C. Borgelt, John J. McDonough, John C. Miles II, John H. Weiland, Michael R. Crane, Thomas L. Whiting and Edward D. Yates, in light of the information supplied by Hewitt concerning industry practices and the recommendations made by Hewitt with respect to the Company's compensation policies. The Committee approved an increase in Mr. Borgelt's base salary from \$350,000 to \$535,000, which the Committee believed to be below the industry average for comparable companies. The Compensation Committee also increased the base salary of Mr. Miles by \$14,880 to a level believed to be below the industry average for

comparable companies, and increased the base salaries of Messrs. Weiland, Crane, Whiting and Yates by \$7,400, \$3,700, \$0 and \$10,000, respectively, to levels believed to be below the industry average for comparable companies.

Among the factors that the Compensation Committee considered in setting base salaries for 1995 were its interpretation of the Hewitt report regarding salary levels of executive officers of other companies in the health care industry or companies of similar size and growth records in other industries, and a subjective evaluation of each individual's job performance. While the Committee believes that it will be appropriate over time to bring base salaries into line with perceived industry averages for comparable companies, the amount of any particular salary increase will also depend upon the individual's job performance. In 1995, no particular factor was determinative and no weighting was assigned to the factors considered. In addition to the Hewitt report, the Chief Executive Officer's recommendations were taken into account in setting the base salaries of executive officers other than the Chief Executive Officer.

Annual Incentive Compensation. Annual bonuses represent payments for the achievement of short-term objectives and recognize both the overall performance of the Company and individual performance in a given year. In March and May 1995, the Compensation Committee met and voted to continue the bonus policy for senior executives that had been in effect for 1994.

Under this bonus policy, during 1995, certain target award opportunities were established for the Company's Chief Executive Officer ("CEO"), Chief Operating Officer ("COO") and Senior Vice Presidents, including the Chief Financial Officer ("CFO"). For the CEO, COO and CFO, the target consisted solely of a budgeted level of corporate net income, while for the Senior Vice Presidents other than the Chief Financial Officer the targets consisted of: (i) the budgeted level of corporate net income; and (ii) the budgeted operating income level (after adjustment to reflect a charge for the assets employed) of the business group applicable to each such Senior Vice President. For Messrs. Borgelt and Miles, the bonus awards for 100% of targeted performance were set at 60% of their respective base salaries, while for Messrs. Weiland, Crane, Whiting and Yates the bonus awards for 100% of targeted performance were set at 50% of their respective base salaries. Messrs. McDonough, Borgelt, and Miles did not receive bonus awards for 1995 because short term target objectives were not met for the year. Messrs. Weiland, Crane, Whiting, and Yates received bonus awards for 1995 of 37.5%, 40.8%, 31.7% and 32%, respectively.

Stock Options. The Company's 1993 Stock Option Plan, which was adopted by the Company following the Merger, is intended to motivate key employees to put forth maximum efforts toward the continued growth, profitability and success of the Company by providing incentives through the ownership and performance of the Company's Common Stock. The plan is designed to provide benefits to key management only to the extent that stockholders enjoy increases in value.

In 1995, 102,000 stock options were granted to the Company's executive officers under the 1993 Stock Option Plan. The Compensation Committee considered the respective stock and option holdings of the executive officers of the Company in comparison with stock and option holdings of top executives of companies of similar size and growth records, based in large part upon the recommendations set forth in the Towers report, and made option awards during 1995 that were intended to keep its executive officers' holdings competitive with industry averages for comparable companies.

LESLIE A. JONES

ARTHUR L. HERBST, M.D.

ARTHUR A. DUGONI,
D.D.S., M.S.D.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

The following graph shows the cumulative total stockholder return on the Company's Common Stock over the last five fiscal years as compared to the returns of the Nasdaq Total Return Index and the Standard & Poor's Health Care Index. The graph assumes that \$100 was invested on December 31, 1990 in the Company's Common Stock and in the Nasdaq Total Return Index and the Standard & Poor's Health Care Index and assumes reinvestment of dividends.

Measurement Period (Fiscal Year Covered)	DENTSPLY International Inc.	S&P Health Care Comp- posite Index	NASDAQ Total Return Index
1990	100.0	100.0	100.0
1991	262.0	152.4	160.5
1992	780.0	128.4	186.9
1993	704.0	117.8	214.5
1994	507.4	132.5	209.7
1995	648.2	207.0	296.5

OTHER MATTERS

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, stockholders may present proper proposals for inclusion in the Company's proxy statement and for consideration at the next Annual Meeting of Stockholders by submitting such proposals to the Company in a timely manner. In order to be so included for the 1997 Annual Meeting, stockholder proposals must be received by the Company no later than December 20, 1996, and must otherwise comply with the requirements of Rule 14a-8.

The Company's By-Laws provide that advance notice of stockholder-proposed business to be brought before an Annual Meeting of Stockholders and of nominations for election as directors must be given to the Secretary of the Company not less than 60 days in advance of the date of the Annual Meeting. To propose business for an Annual Meeting, a stockholder must specify in writing the business desired to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting, the proposing stockholder's name and address, the class and number of shares beneficially owned by the stockholder, and any material interest of the stockholder in such business. The Company's By-Laws also provide that a stockholder may request that persons be nominated for election as directors by submitting such request, together with the written consent of the persons proposed to be nominated, to the Secretary of the Company not less than 60 days prior to the date of the Annual Meeting. To be in proper form, the nominating stockholder must set forth in writing, as to each proposed nominee, the nominee's age, business address, residence address, principal occupation or employment, number of shares of Common Stock of the

Company beneficially owned by such person and such other information related to such person as is required to be disclosed by applicable law, and, as to the stockholder submitting the request, such stockholder's name and address as they appear on the Company's books and the number of shares of Common Stock of the Company owned beneficially by such person.

Under federal securities laws, the Company's directors, certain officers, and persons holding more than 10% of the Common Stock of the Company are required to report, within specified monthly and annual due dates, their initial ownership and all subsequent acquisitions, dispositions or other transfers of interest in Common Stock, if and to the extent reportable events occur which require reporting of such due dates. The Company is required to describe in this Proxy Statement whether it has knowledge that any person required to file such report may have failed to do so in a timely manner. To the Company's knowledge, all such filing requirements of the Company's directors, officers and each beneficial owner of more than 10% of the Common Stock were satisfied in full during 1995. The foregoing is based upon reports furnished to the Company and written representations and information provided to the Company by the persons required to make such filings.

Stockholders may obtain a copy (without exhibits) of the Company's Annual Report on Form 10-K for the year ended December 31, 1995 as filed with the Securities and Exchange Commission without charge by writing to: Director of Investor Relations, DENTSPLY International Inc., 570 West College Avenue, York, Pennsylvania 17405-0872.

PROXY

DENTSPLY INTERNATIONAL INC.
PROXY SOLICITED BY THE BOARD OF DIRECTORS
ANNUAL MEETING OF STOCKHOLDERS
MAY 23, 1996

The undersigned stockholder of DENTSPLY International Inc. (the "Company") hereby appoints J. Patrick Clark and Marcus K. Dixon, III, and each of them, as the attorneys and proxies of the undersigned, with full power of substitution, to vote all shares of Common Stock, par value \$.01 per share, of the Company which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company, to be held at the Company's Employee Meeting Room, 570 West College Avenue, York, Pennsylvania, on Thursday, May 23, 1996, commencing at 9:30 a.m., local time, and at any adjournment or postponement thereof, as follows:

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

DENTSPLY INTERNATIONAL INC.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. / /

1. Election of Class I Directors: Nominees: Burton C. Borgelt, Douglas K. Chapman, C. Frederick Fetterolf	FOR all nominees listed (except those for whom authority is being withheld) / /	WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES / /	To withhold authority to vote for any nominee, write the name of the nominee below: -----
--	---	---	---

2. Proposal to ratify the appointment of KPMG Peat Marwick LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 1996.	For / /	Against / /	Abstain / /	In their discretion, the proxy holders are authorized to vote upon such other matters as may properly come before the meeting. UNLESS OTHERWISE SPECIFIED, THE SHARES OF COMMON STOCK REPRESENTED HEREBY WILL BE VOTED "FOR" THE ELECTION AS CLASS I DIRECTORS OF ALL THE NOMINEES LISTED AND "FOR" PROPOSAL 2.
---	------------	----------------	----------------	--

Dated: _____, 1996

Signature of Stockholder

Signature of Stockholder

NOTE: Please sign this proxy exactly as name(s) appear on your stock certificate. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please add your title as such, and if signer is a corporation, please sign with full corporate name by a duly authorized officer or officers and affix the corporate seal. Where stock is issued in the name of two (2) or more persons, all such persons should sign.

IMPORTANT: PLEASE SIGN, DATE AND RETURN PROMPTLY.

VOTING INSTRUCTIONS

DENTSPLY INTERNATIONAL INC.
ANNUAL MEETING OF STOCKHOLDERS, MAY 23, 1996

To State Street Bank & Trust Company, Trustee:

As a participant in the DENTSPLY International Inc. Employee Stock Ownership Plan (the "ESOP"), I hereby instruct you to vote the shares of Common Stock, par value \$.01 per share ("Common Stock"), of DENTSPLY International Inc. (the "Company") allocated to my ESOP account (a) in accordance with the following direction and (b) to grant a proxy to the proxies nominated by the Company's Board of Directors authorizing them to vote in their discretion upon such other matters as may properly come before the meeting.

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

DENTSPLY INTERNATIONAL INC.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. / /

1. Election of Class I Directors: Nominees: Burton C. Borgelt, Douglas K. Chapman, C. Frederick Fetterolf	FOR all nominees listed (except those for whom authority is being withheld) / /	WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES / /	To withhold authority to vote for any nominee, write the name of the nominee below: -----
--	---	---	---

2. Proposal to ratify the appointment of KPMG Peat Marwick LLP, independent certified accountants, to audit the books and accounts of the Company for the year ending December 31, 1996.	For / /	Against / /	Abstain / /
---	------------	----------------	----------------

Dated: _____, 1996

Signature of Stockholder

NOTE: PLEASE SIGN AS IMPRINTED
HEREON AND RETURN PROMPTLY

April 19, 1996

Dear DENTSPLY ESOP Participant:

AS A PARTICIPANT IN THE DENTSPLY EMPLOYEE STOCK OWNERSHIP PLAN, YOU HAVE THE RIGHT TO DIRECT THE ESOP TRUSTEE TO VOTE THE SHARES OF DENTSPLY COMMON STOCK ALLOCATED TO YOUR ESOP ACCOUNT.

Enclosed for your information are: a proxy statement providing background for the proposals to be acted upon at DENTSPLY's 1996 Annual Meeting of Stockholders; and the Annual Report for DENTSPLY for the year ending December 31, 1995. Please read the proxy statement carefully, and decide how you want the trustee to vote the shares of stock that are allocated to your ESOP account. Then, fill in the enclosed voting instruction card to direct the ESOP trustee, State Street Bank & Trust Company, how to vote the shares in your ESOP account.

YOUR VOTE IS IMPORTANT.

The ESOP trustee will vote your shares as you direct. Any shares for which the ESOP trustee receives no voting instructions, and any unallocated shares, will be voted by the ESOP trustee as instructed by the DENTSPLY ESOP Committee.

YOUR VOTE IS CONFIDENTIAL.

Your voting instructions will be kept confidential by the ESOP trustee. Voting tabulations that identify individual ESOP participants will not be disclosed to DENTSPLY.

MAKE YOUR VOTE COUNT.

Review the proxy statement, fill in your voting instruction card, sign and date it, and mail it to the ESOP trustee in the return envelope so that it will be received no later than May 21, 1996.

Very truly yours,

/s/ BURTON C. BORGELT

Burton C. Borgelt
Chairman of the Board

/s/ JOHN C. MILES, II

John C. Miles, II
Chief Executive Officer and President

