

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**

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

|  |         |          |  |  |  |   |   |  |  |
|--|---------|----------|--|--|--|---|---|--|--|
| 1. Name and Address of Reporting Person*                 |         |          | 2. Issuer Name and Ticker or Trading Symbol      |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |   |  |  |
| <u>WHITING THOMAS L</u>                                  |         |          | <u>DENTSPLY INTERNATIONAL INC</u>                |  |  | Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>PRESIDENT &amp; C.O.O.</u> |   |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |   |  |  |
| 1440 WYNDHAM DRIVE SOUTH                                 |         |          | 01/31/2005                                       |  |  |   |   |  |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) |         |          |  |  |  |   |   |  |  |
| (Street)   | (City)  | (State)  | (Zip)  |  |  |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| YORK   | PA      | 17403    |  |  |  |   |   |  |  |

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 8,700   | A          | \$19.33 | 40,086  | D  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 8,700   | A          | \$19.33 | 48,786  | D  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 8,700   | A          | \$19.33 | 57,486  | D  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 13,750  | A          | \$16.63 | 71,236  | D  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 13,750  | A          | \$16.63 | 84,986  | D  |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 12,400  | A          | \$16.63 | 97,386  | D  |   |
| Common Stock                    | 01/31/2005                           |  | S                              |   | 66,000  | D          | \$56.1  | 31,386  | D  |   |
| Common Stock                    | 02/01/2005                           |  | M                              |   | 1,350   | A          | \$16.63 | 32,736  | D  |   |
| Common Stock                    | 02/01/2005                           |  | M                              |   | 18,550  | A          | \$15.25 | 51,286  | D  |   |
| Common Stock                    | 02/01/2005                           |  | M                              |   | 18,550  | A          | \$15.25 | 69,836  | D  |   |
| Common Stock                    | 02/01/2005                           |  | M                              |   | 18,550  | A          | \$15.25 | 88,386  | D  |   |
| Common Stock                    | 02/01/2005                           |  | S                              |   | 57,000  | D          | \$56.39 | 31,386  | D  |   |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option                               | \$19.33  | 01/31/2005                           |  | M                              |   | 8,700  |     | 12/17/1998   | 12/17/2007      | Common Stock  | 8,700                                      | \$0  | 0.00  | D  |       |
| Stock Option                               | \$19.33  | 01/31/2005                           |  | M                              |   | 8,700  |     | 12/17/1999   | 12/17/2007      | Common Stock  | 8,700                                      | \$0  | 0.00  | D  |       |
| Stock Option                               | \$19.33  | 01/31/2005                           |  | M                              |   | 8,700  |     | 12/17/2000   | 12/17/2007      | Common Stock  | 8,700                                      | \$0  | 0.00  | D  |       |
| Stock Option                               | \$16.63  | 01/31/2005                           |  | M                              |   | 13,750   |     | 12/10/1999   | 12/10/2008      | Common Stock  | 13,750                                     | \$0  | 0.00  | D  |       |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option                               | \$16.63  | 01/31/2005                           |  | M                              |   |  | 13,750 | 12/10/2000   | 12/10/2008      | Common Stock  | 13,750                     | \$0  | 0.00   | D   |  |
| Stock Option                               | \$16.63  | 01/31/2005                           |  | M                              |   |  | 12,400 | 12/10/2001   | 12/10/2008      | Common Stock  | 12,400                     | \$0  | 1,350  | D   |  |
| Stock Option                               | \$16.63  | 02/01/2005                           |  | M                              |   |  | 1,350  | 12/10/2001   | 12/10/2008      | Common Stock  | 1,350                      | \$0  | 0.00   | D   |  |
| Stock Option                               | \$15.25  | 02/01/2005                           |  | M                              |   |  | 18,550 | 12/08/2000   | 12/08/2009      | Common Stock  | 18,550                     | \$0  | 0.00   | D   |  |
| Stock Option                               | \$15.25  | 02/01/2005                           |  | M                              |   |  | 18,550 | 12/08/2001   | 12/08/2009      | Common Stock  | 18,550                     | \$0  | 0.00   | D   |  |
| Stock Option                               | \$15.25  | 02/01/2005                           |  | M                              |   |  | 18,550 | 12/08/2002   | 12/08/2009      | Common Stock  | 18,550                     | \$0  | 0.00   | D   |  |

Explanation of Responses:

Remarks:

By: Brian M. Addison,                      02/01/2005  
Esquire, POA for

\*\* 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 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).

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.**