

DENTSPLY SIRONA Inc.
Form 4
March 02, 2017

FORM 4

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

OMB APPROVAL

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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 *
WISE BRET W

2. Issuer Name and Ticker or Trading Symbol
DENTSPLY SIRONA Inc. [XRAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

221 WEST PHILADELPHIA STREET, SUITE 60W

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Chairman, Board

YORK, PA 17401

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 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)
Common Stock					16,185	I	Bret W. Wise Deed of Trust
Common Stock					10,561	I	by Spouse
Common Stock					8,639	I	Wise GRAT 2
Common Stock	02/24/2017		M	22,829 (1)	A \$ 0	142,121	D
	02/24/2017		M		A \$ 0	171,684	D

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Common Stock						29,563 <u>(2)</u>		
Common Stock	02/24/2017	F		D	\$ 62.79	143,430		D
Common Stock	02/28/2017	M		A	\$ 45.15	157,705		D
Common Stock	02/28/2017	<u>S(7)</u>		D	\$ 63.8496	143,430		D
Common Stock	03/01/2017	M		A	\$ 45.15	276,055		D
Common Stock	03/01/2017	<u>S(7)</u>		D	\$ 64.2005	143,430		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
RSU (Restricted Stock Unit)	<u>(3)</u>	02/24/2017		M	22,829 <u>(1)</u>	02/24/2017 02/24/2017	Common Stock
PRSU (Performance Measured Restricted Stock Unit)	<u>(4)</u>	02/24/2017		M	29,563 <u>(2)</u>	02/24/2017 02/24/2017	Common Stock
Stock Option	\$ 45.15	02/28/2017		M	14,275	<u>(6)</u> 12/10/2017	Common Stock
Stock Option	\$ 45.15	03/01/2017		M	132,625	<u>(6)</u> 12/10/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WISE BRET W 221 WEST PHILADELPHIA STREET SUITE 60W YORK, PA 17401			Executive Chairman, Board	

Signatures

Michael Friedlander, Attorney-In-Fact for Bret W. Wise	03/02/2017
<u> </u> **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) Comprised of twenty-two thousand four hundred sixty-four (22,464) vested RSUs plus three hundred sixty-five (365) RSUs accrued through dividend equivalent rights, each as previously reported in this Table II.
- (2) Comprised of twenty-nine thousand and ninety (29,090) vested Performance Restricted Stock Units (PRSUs) plus four hundred seventy-three (473) DERs accrued through dividend equivalent rights, each as previously reported in this Table II.
- (3) Restricted Stock Units (RSUs) convert into Common Stock on a one-for-one basis for no additional consideration.
- (4) Performance Restricted Stock Units (PRSUs) convert into Common Stock on a one-for-one basis for no additional consideration.
- (5) Shares withheld to cover taxes related to the vesting of the reporting person's RSUs and PRSUs.
- (6) This option is fully vested and exercisable.
- (7) This sale was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.80 to \$63.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.73 to \$64.78, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.73 to \$64.78, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.