SULLIVAN TIMOTHY P

Form 4 May 16, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN TIMOTHY P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

SIRONA DENTAL SYSTEMS.

(Check all applicable)

INC. [SIRO]

(Month/Day/Year)

05/13/2011

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O MADISON DEARBORN PARTNERS, LLC THREE, FIRST NATIONAL PLAZA, SUITE 4600

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

CHICAGO, IL 60602

Form filed by More than One Reporting

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(D)

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

(Middle)

Code

(Instr. 8)

Filed(Month/Day/Year)

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

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Code V Price Amount

Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)

I

See

SEC 1474

(9-02)

Common 05/13/2011 Stock

S 9,747,480 D \$ 53 0

Footnotes (1)(2)(3)

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivative			Secur	ities	(Instr. 5)	Bene		
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SULLIVAN TIMOTHY P C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602



Signatures

/s/ Timothy P. 05/16/2011 Sullivan

Date **Signature of Reporting Person

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) Owned by Sirona Holdings Luxco S.C.A. ("Luxco").

The following entities may be deemed to have a beneficial interest in the Common Stock held by Luxco: Sirona Holdings S.A. ("Luxco Manager") by virtue of its being the sole manager of Luxco; MDCP Global Aggregator, L.P. ("MDCP Global Aggregator") by virtue of its being the controlling shareholder of Luxco; MDCP IV Global Investments LP by virtue of its being the controlling shareholder of

- Sirona Holdings S.A.; MDP IV Global GP, LP by virtue of its being the sole general partner of MDCP IV Global Investments LP; and MDP Global Investors Limited by virtue of its being the sole general partner of MDP IV Global GP, LP and MDCP Global Aggregator. (Continued in footnote 3)
 - A majority of the following members of MDP Global Investors Limited have the authority to vote or dispose of the shares: John A. Canning, Jr., Paul J. Finnegan, Samuel M. Mencoff, Paul R. Wood, Justin S. Huscher, James N. Perry, Jr., Thomas R. Reusche, Cynthia
- Reusche, Timothy P. Sullivan, Nicholas W. Alexos, Robin P. Selati, Gary J. Little GST Exempt Marital Trust, David F. Mosher and Thomas Souleles. Each of the members of MDP Global Investors Limited and each of MDCP Global Aggregator, MDCP IV Global Investments LP, MDP IV Global GP, LP and MDP Global Investors Limited disclaims beneficial ownership of any shares directly held by Luxco except to the extent of their respective pecuniary interests therein.

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

Reporting Owners 2

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