

Bendheim Daniel M
 Form 4
 March 12, 2018

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 *
 Bendheim Daniel M

2. Issuer Name and Ticker or Trading Symbol
 PHIBRO ANIMAL HEALTH CORP
 [PAHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. VP, Corporate Strategy

(Last) (First) (Middle)
 300 FRANK W. BURR
 BOULEVARD, SUITE 21
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2018

TEANECK, NJ 07666
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Class A Common Stock	03/08/2018		M ⁽¹⁾	3,425	A \$ 11.83	3,425	D
Class A Common Stock	03/08/2018		S ⁽¹⁾	3,425	D \$ 40	0	D
Class A Common Stock	03/09/2018		M ⁽¹⁾	6,576	A \$ 11.83	6,576	D
Class A Common Stock	03/09/2018		S ⁽¹⁾	6,576	D \$	0	D

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Common Stock						40.03 <u>(2)</u>		
Class A Common Stock	03/12/2018		<u>M</u> ⁽¹⁾	13,162	A	\$ 11.83	13,162	D
Class A Common Stock	03/12/2018		<u>S</u> ⁽¹⁾	13,162	D	\$ 40	0	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to purchase Common Stock	\$ 11.83	03/08/2018		<u>M</u> ⁽¹⁾	3,425	03/01/2012 02/28/2019	Class A Common Stock 3,425
Option to purchase Common Stock	\$ 11.83	03/09/2018		<u>M</u> ⁽¹⁾	6,576	03/01/2012 02/28/2019	Class A Common Stock 6,576
Option to purchase Common Stock	\$ 11.83	03/12/2018		<u>M</u> ⁽¹⁾	13,162	03/01/2012 02/28/2019	Class A Common Stock 13,162

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bendheim Daniel M
300 FRANK W. BURR BOULEVARD
SUITE 21
TEANECK, NJ 07666

X

Exec. VP, Corporate Strategy

Signatures

/s/ Thomas G. Dagger, as Attorney-in-Fact for Daniel M.
Bendheim

03/12/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 7, 2017.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.10, inclusive.

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