

JOHNSON F ROSS  
Form 4  
May 25, 2007

**FORM 4**

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

OMB APPROVAL

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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 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 \*  
JOHNSON F ROSS

2. Issuer Name and Ticker or Trading Symbol  
BENTLEY PHARMACEUTICALS INC [BNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BENTLEY PARK, 2 HOLLAND WAY

(Street)

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

EXETER, NH 03833

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$0.02 par value					12,500	D	

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

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SEC 1474 (9-02)

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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 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)	8. Amount or Number of Shares
Restricted Stock Units	(1)	05/23/2007		A	8,000	(2) (2)	Common Stock, \$0.02 par value	8,000
Right to purchase	\$ 12.5					(3) 06/07/2014	Common Stock, \$0.02 par value	20,000
Right to purchase	\$ 10.785					(4) 05/24/2015	Common Stock, \$0.02 par value	20,000
Restricted Stock Units	(1)					(5) (5)	Common Stock, \$0.02 par value	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON F ROSS BENTLEY PARK 2 HOLLAND WAY EXETER, NH 03833		X		

## Signatures

F Ross Johnson 05/25/2007

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Bentley Pharmaceuticals, Inc. Common Stock, \$0.02 par value.

(2) Restricted stock units were granted under the terms of the Company's Amended and Restated 2005 Equity and Incentive Plan. The units vest in four equal installments on July 31, 2007, October 31, 2007, January 31, 2008 and April 30, 2008. Vested shares will be issued to the reporting person upon the earlier of (i) June 2, 2008 or (ii) the date he ceases to serve as a Director of the Company.

(3) Options were granted under terms of the Company's 2001 Directors' Stock Option Plan as remuneration for services as a member of the Board of Directors. Grant became exercisable in four equal installments on 7/31/2004, 10/31/2004, 1/31/2005 and 4/30/2005.

(4) Options were granted under terms of the Company's 2005 Equity and Incentive Plan as remuneration for services as a member of the Board of Directors. Grant became exercisable in four equal installments on 7/31/2005, 10/31/2005, 1/31/2006 and 4/30/2006.

(5) Restricted stock units were granted under the terms of the Company's Amended and Restated 2005 Equity and Incentive Plan. The units vested in four equal installments on 7/31/2006, 10/31/2006, 1/31/2007 and 4/30/2007 and the shares will be issued to the reporting person upon the earlier of (i) January 2, 2008 or (ii) the date he ceases to serve as a Director of the Company.

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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