

MITCHELL KENNETH P
 Form 4
 February 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MITCHELL KENNETH P

(Last) (First) (Middle)

BALCHEM CORPORATION, PO BOX 600

(Street)

NEW HAMPTON, NY 10958

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BALCHEM CORP [BCP]

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/22/2006		M		1,752 A \$ 8.4	4,252	D
Common Stock	02/22/2006		S		700 D \$ 21.79	3,552	D
Common Stock	02/22/2006		S		900 D \$ 21.8	2,652	D
Common Stock	02/22/2006		S		152 D \$ 21.95	2,500	D
Common Stock	02/22/2006		M		7,000 A \$ 8.4	9,500	D

Edgar Filing: MITCHELL KENNETH P - Form 4

Common Stock	02/22/2006	S	3,000	D	\$ 21.5	6,500	D
Common Stock	02/22/2006	S	2,500	D	\$ 22.1	4,000	D
Common Stock	02/22/2006	S	1,400	D	\$ 22.18	2,600	D
Common Stock	02/22/2006	S	100	D	\$ 22.18	2,500	D
Common Stock	02/23/2006	M	4,500	D	\$ 8.4	7,000	D
Common Stock	02/23/2006	S	1,800	D	\$ 21.87	5,200	D
Common Stock	02/23/2006	S	1,452	D	\$ 22.02	3,748	D
Common Stock	02/23/2006	S	100	D	\$ 21.87	3,648	D
Common Stock	02/23/2006	S	600	D	\$ 21.87	3,048	D
Common Stock	02/23/2006	S	500	D	\$ 22.23	2,548	D
Common Stock	02/23/2006	S	48	D	\$ 21.87	2,500	D

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

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 control number.

SEC 1474
(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)
	\$ 8.4	02/22/2006		M	1,752	02/14/2003 02/17/2013	1,752

Option Type	Exercise Price	Grant Date	Expiration Date	Mode	Quantity	Acquisition Date	Termination Date	Stock Type	Quantity
Non-Qualified Stock Option								Common Stock	
Non-Qualified Stock Option	\$ 8.4	02/22/2006		M	7,000	02/14/2003	02/17/2013	Common Stock	7,000
Non-Qualified Stock Option	\$ 8.4	02/23/2006		M	4,500	02/14/2003	02/17/2013	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL KENNETH P BALCHEM CORPORATION PO BOX 600 NEW HAMPTON, NY 10958		X		

Signatures

/s/ Kenneth P. Mitchell 02/23/2006

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).

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.