

JOHNSON F ROSS  
Form 4  
July 24, 2008

**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 \*  
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)  
2 HOLLAND WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/22/2008

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

EXETER, NH 03833  
(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.02 par value	07/22/2008		D		28,500	<u>D</u> (1)	\$ 14.8165
					0	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)**

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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
Option (Right to Buy)	\$ 9.9035	07/22/2008		D	5,000	07/31/2005 05/24/2015	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 9.9035	07/22/2008		D	5,000	10/31/2005 05/24/2015	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 9.9035	07/22/2008		D	5,000	01/31/2006 05/24/2015	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 9.9035	07/22/2008		D	5,000	04/30/2006 05/24/2015	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 11.4783	07/22/2008		D	5,000	07/31/2004 06/07/2014	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 11.4783	07/22/2008		D	5,000	10/31/2004 06/07/2014	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 11.4783	07/22/2008		D	5,000	01/31/2005 06/07/2014	Common stock, \$0.02 par value	5,000
Option (Right to Buy)	\$ 11.4783	07/22/2008		D	5,000	04/30/2005 06/07/2014	Common stock, \$0.02 par value	5,000

