

Herrera Malaga Adolfo
 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 *
 Herrera Malaga Adolfo

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
 ____ Officer (give title below) Other (specify below)
 Managing Dir of European Sub

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	(D)	Price
Common Stock, \$0.02 par value	07/22/2008		D		31,000	(1)	\$ 14.8165
					0		

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 5.5096	07/22/2008		D	54,450	05/09/2002	05/09/2011	Common Stock, \$0.02 par value	54,450
Option (Right to Buy)	\$ 5.3949	07/22/2008		D	27,225	01/03/2001	01/03/2010	Common Stock, \$0.02 par value	27,225
Option (Right to Buy)	\$ 6.887	07/22/2008		D	25,410	03/30/2006	03/30/2015	Common Stock, \$0.02 par value	25,410
Option (Right to Buy)	\$ 6.887	07/22/2008		D	25,410	03/30/2007	03/30/2015	Common Stock, \$0.02 par value	25,410
Option (Right to Buy)	\$ 6.8872	07/22/2008		D	25,410	03/30/2008	03/30/2015	Common Stock, \$0.02 par value	25,410
Option (Right to Buy)	\$ 7.3921	07/22/2008		D	16,335	01/01/2004	01/01/2013	Common Stock, \$0.02 par value	16,335
Option (Right to Buy)	\$ 7.3921	07/22/2008		D	16,335	01/01/2005	01/01/2013	Common Stock, \$0.02 par value	16,335
Option (Right to Buy)	\$ 8.9899	07/22/2008		D	27,225	01/03/2003	01/03/2012	Common Stock, \$0.02 par value	27,225
	\$ 8.9899	07/22/2008		D	27,225	01/03/2004	01/03/2012		27,225

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Option (Right to Buy)								Common Stock, \$0.02 par value	
Option (Right to Buy)	\$ 9.2195	07/22/2008	D	16,335	05/21/2004	05/21/2013		Common Stock, \$0.02 par value	16,335
Option (Right to Buy)	\$ 9.2195	07/22/2008	D	16,335	05/21/2005	05/21/2013		Common Stock, \$0.02 par value	16,335
Option (Right to Buy)	\$ 10.8124	07/22/2008	D	15,718	05/23/2007	05/23/2016		Common Stock, \$0.02 par value	15,718
Option (Right to Buy)	\$ 10.8124	07/22/2008	D	15,718	05/23/2008	05/23/2016		Common Stock, \$0.02 par value	15,718
Option (Right to Buy)	\$ 10.8131	07/22/2008	D	15,718	07/22/2008 ⁽¹⁵⁾	05/23/2016		Common Stock, \$0.02 par value	15,718
Option (Right to Buy)	\$ 10.9867	07/22/2008	D	18,150	05/23/2008	05/23/2017		Common Stock, \$0.02 par value	18,150
Option (Right to Buy)	\$ 10.9874	07/22/2008	D	36,300	07/22/2008 ⁽¹⁵⁾	05/23/2017		Common Stock, \$0.02 par value	36,300
Option (Right to Buy)	\$ 12.2132	07/22/2008	D	40,837	01/01/2005	01/01/2014		Common Stock, \$0.02 par value	40,837
Option (Right to Buy)	\$ 12.2129	07/22/2008	D	40,838	01/01/2006	01/01/2014		Common Stock, \$0.02 par value	40,838
Restricted Stock Units	<u>(21)</u>	07/22/2008	D	11,978	07/22/2008 ⁽²²⁾	<u>(22)</u>		Common Stock, \$0.02 par value	11,978

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This option was cancelled in the Merger in exchange for a cash payment \$91,427.53, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (12) This option was cancelled in the Merger in exchange for a cash payment \$91,427.53, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (13) This option was cancelled in the Merger in exchange for a cash payment \$62,937.17, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (14) This option was cancelled in the Merger in exchange for a cash payment \$62,937.17, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (15) Pursuant to the terms of the Merger Agreement, all options, whether or not exercisable or vested at the Effective Time, became, as of the Effective Time fully vested and exercisable.

- (16) This option was cancelled in the Merger in exchange for a cash payment \$62,925.40, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (17) This option was cancelled in the Merger in exchange for a cash payment \$69,510.79, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (18) This option was cancelled in the Merger in exchange for a cash payment \$138,997.64, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (19) This option was cancelled in the Merger in exchange for a cash payment \$106,311.41, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (20) This option was cancelled in the Merger in exchange for a cash payment \$106,326.23, representing the difference between the exercise price of the option and the merger consideration per share (\$14.8165) multiplied by the total number of shares of Common Stock underlying the option.

- (21) In connection with the Merger, each Restricted Stock Unit was converted into the right to receive \$14.8165 per share in cash.

- (22) Restricted Stock Units were granted under the terms of the Company's Amended and Restated 2005 Equity and Incentive Plan. Pursuant to the terms of the Merger Agreement, all restricted stock units, whether or not vested at the Effective Time, became, as of the Effective Time fully vested.

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.