



Edgar Filing: BENTLEY PHARMACEUTICALS INC - Form 4

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | \$ 0   | 06/02/2008                           |  | M                              | 8,000   | (1) (1)  | Common Stock, \$0.02 par value                                | 8,000   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| JOHNSON F ROSS                 | X             |           |         |       |

## Signatures

F Ross Johnson 06/10/2008

\*\*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) 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 7/31/2007, 10/31/2007, 1/31/2008 and 4/30/2008 and the shares were issued to the reporting person on June 2, 2008. As previously reported, the shares were issuable upon the earlier of (i) June 2, 2008 or (ii) the date the reporting person 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.

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.