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BENTLEY PHARMACEUTICALS INC
Form 15-12G
July 22, 2008

OMB APPROVAL

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12 (g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND
15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-10581

Bentley Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Bentley Park, 2 Holland Way, Exeter, NH 03833, (603) 658-6100

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Common Stock, par value \$0.02 per share
Series A Junior Participating Preferred
Stock purchase rights

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4 (a) (1) [X]
Rule 12g-4 (a) (2) []
Rule 12h-3 (b) (1) (i) [X]
Rule 12h-3 (b) (1) (ii) []
Rule 15d-6 []

Approximate number of holders of record as of the certification or
notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934,
Bentley Pharmaceuticals, Inc. has caused this certification/notice to be signed

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on its behalf by the undersigned duly authorized person.

Date: July 22, 2008

By: /s/ Brian E. Shanahan

Name: Brian E. Shanahan
Title: Assistant Secretary

SEC 2069 (02-08)

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