

BALCHEM CORP

Form 4

October 04, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROSSI DINO A**

(Last) (First) (Middle)

**BALCHEM CORPORATION, P.O.  
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)  
**10/03/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 (D)	Price	
Common Stock	10/02/2006		M		7,000	A \$ 4.78	31,208 D
Common Stock	10/03/2006		S		400 <sup>(1)</sup>	D \$ 19.3	30,808 D
Common Stock	10/03/2006		S		200 <sup>(1)</sup>	D \$ 19.31	30,608 D
Common Stock	10/03/2006		S		1,100 <sup>(1)</sup>	D \$ 19.27	29,508 D
Common Stock	10/03/2006		S		500 <sup>(1)</sup>	D \$ 19.22	29,008 D

Edgar Filing: BALCHEM CORP - Form 4

Common Stock	10/03/2006	S	1,800 (1)	D	\$ 19.21	27,208	D
Common Stock	10/03/2006	S	2,300 (1)	D	\$ 19.2	24,908	D
Common Stock	10/03/2006	S	100 (1)	D	\$ 19.28	24,808	D
Common Stock	10/03/2006	S	200 (1)	D	\$ 19.25	24,608	D
Common Stock	10/03/2006	S	100 (1)	D	\$ 19.26	24,508	D
Common Stock	10/03/2006	S	100 (1)	D	\$ 19.24	24,408	D
Common Stock	10/03/2006	S	200 (1)	D	\$ 19.23	24,208	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.78	10/03/2006		M	7,000	(2) 10/17/2007	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: BALCHEM CORP - Form 4

Director    10% Owner    Officer    Other

ROSSI DINO A  
BALCHEM CORPORATION  
P.O. BOX 600  
NEW HAMPTON, NY 10958

President and CEO

## Signatures

/s/ Dino A.                      10/04/2006  
Rossi

\_\_Signature of                      Date  
Reporting Person

## 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) Sale of shares pursuant to Rule 10b5-1 adopted on September 20, 2006
- (2) Options Vest 20% year 1, 40% year 2, 40% year 3

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.