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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Option (Right to Buy) | \$ 5.3948 | 07/22/2008 | | D | 75,000 | 01/03/2001 01/03/2010 | Common Stock, \$0.02 par value | 75,000 |
| Option (Right to Buy) | \$ 5.3948 | 07/22/2008 | | D | 17,400 | 01/01/2002 01/01/2011 | Common Stock, \$0.02 par value | 17,400 |
| Option (Right to Buy) | \$ 5.5096 | 07/22/2008 | | D | 57,600 | 05/09/2002 05/09/2011 | Common Stock, \$0.02 par value | 57,600 |
| Option (Right to Buy) | \$ 8.9898 | 07/22/2008 | | D | 50,000 | 01/03/2003 01/03/2012 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 8.9898 | 07/22/2008 | | D | 50,000 | 01/03/2004 01/03/2012 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 7.392 | 07/22/2008 | | D | 25,000 | 01/01/2004 01/01/2013 | Common Stock, \$0.02 par value | 25,000 |
| Option (Right to Buy) | \$ 7.392 | 07/22/2008 | | D | 25,000 | 01/01/2005 01/01/2013 | Common Stock, \$0.02 par value | 25,000 |

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| | | | | | | | | |
|-----------------------------|------------|------------|---|--------|----------------------------|------------|-----------------------------------------|--------|
| Option (Right to Buy) | \$ 9.2194 | 07/22/2008 | D | 25,000 | 05/21/2004 | 05/21/2013 | Common Stock, \$0.02 par value | 25,000 |
| Option (Right to Buy) | \$ 9.2194 | 07/22/2008 | D | 25,000 | 05/21/2005 | 05/21/2013 | Common Stock, \$0.02 par value | 25,000 |
| Option (Right to Buy) | \$ 12.2129 | 07/22/2008 | D | 50,000 | 01/01/2005 | 01/01/2014 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 12.2129 | 07/22/2008 | D | 50,000 | 01/01/2006 | 01/01/2014 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 6.887 | 07/22/2008 | D | 50,000 | 03/30/2006 | 03/30/2015 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 6.887 | 07/22/2008 | D | 50,000 | 03/30/2007 | 03/30/2015 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 6.887 | 07/22/2008 | D | 50,000 | 03/30/2008 | 03/30/2015 | Common Stock, \$0.02 par value | 50,000 |
| Option (Right to Buy) | \$ 10.8126 | 07/22/2008 | D | 45,666 | 05/23/2007 | 05/23/2016 | Common Stock, \$0.02 par value | 45,666 |
| Option (Right to Buy) | \$ 10.8126 | 07/22/2008 | D | 45,667 | 05/23/2008 | 05/23/2016 | Common Stock, \$0.02 par value | 45,667 |
| Option (Right to Buy) | \$ 10.8126 | 07/22/2008 | D | 45,667 | 07/22/2008 ⁽¹⁹⁾ | 05/23/2016 | Common Stock, \$0.02 par value | 45,667 |
| Option (Right to Buy) | \$ 10.9871 | 07/22/2008 | D | 33,333 | 05/23/2008 | 05/23/2017 | Common Stock, \$0.02 par value | 33,333 |
| | \$ 10.9871 | 07/22/2008 | D | 66,667 | 07/22/2008 ⁽¹⁹⁾ | 05/23/2017 | | 66,667 |

| | | | | | | | | |
|------------------------------|------|------------|---|--------|----------------|------|--|-----------------------------------------|
| Option (Right to Buy) | | | | | | | | Common Stock, \$0.02 par value |
| Restricted Stock Units | (23) | 07/22/2008 | D | 27,000 | 07/22/2008(24) | (24) | | Common Stock, \$0.02 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY JAMES R 2 HOLLAND WAY EXETER, NH 03833 | X | | Chairman and CEO | |

Signatures

/s/ James R.
Murphy

07/24/2008

**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) Disposed of in connection with the merger of Beryllium Merger Corporation ("Acquisition Sub") with and into Bentley Pharmaceuticals, Inc. ("Bentley"), effective July 22, 2008 (the "Effective Time"), (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of March 31, 2008, by and among Bentley, Teva Pharmaceutical Industries, Ltd. and Acquisition Sub (the "Merger Agreement"). In connection with the Merger, each share of Common Stock listed in Table I was exchanged for the right to receive \$14.8165, per share in cash.
 - (2) Represents 100 shares of Common Stock held by Mr. Murphy's son, as to which Mr. Murphy disclaims beneficial ownership.
 - (3) This option was cancelled in the Merger in exchange for a cash payment \$706,627.50, 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.
 - (4) This option was cancelled in the Merger in exchange for a cash payment \$163,937.58, 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.
 - (5) This option was cancelled in the Merger in exchange for a cash payment \$536,077.44, 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.
 - (6) This option was cancelled in the Merger in exchange for a cash payment \$291,335.00, 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.
 - (7) This option was cancelled in the Merger in exchange for a cash payment \$291,335.00, 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.
 - (8)

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This option was cancelled in the Merger in exchange for a cash payment \$185,612.50, 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.

- (9) This option was cancelled in the Merger in exchange for a cash payment \$185,612.50, 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.

- (10) This option was cancelled in the Merger in exchange for a cash payment \$139,927.50, 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.

- (11) This option was cancelled in the Merger in exchange for a cash payment \$139,927.50, 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 \$130,180.00, 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 \$130,180.00, 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 \$396,475.00, 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) This option was cancelled in the Merger in exchange for a cash payment \$396,475.00, 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.

- (16) This option was cancelled in the Merger in exchange for a cash payment \$396,475.00, 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 \$182,842.10, 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 \$182,846.10, 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) 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.

- (20) This option was cancelled in the Merger in exchange for a cash payment \$182,846.10, 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) This option was cancelled in the Merger in exchange for a cash payment \$127,645.39, 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.

- (22) This option was cancelled in the Merger in exchange for a cash payment \$255,294.61, 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.

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

- (24) 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.