

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

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(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 ⁽¹⁾	D \$ 19.3	30,808 D
Common Stock	10/03/2006		S		200 ⁽¹⁾	D \$ 19.31	30,608 D
Common Stock	10/03/2006		S		1,100 ⁽¹⁾	D \$ 19.27	29,508 D
Common Stock	10/03/2006		S		500 ⁽¹⁾	D \$ 19.22	29,008 D

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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.

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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 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

President and CEO

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

 **Signature of Date
Reporting Person

* 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.