

Hebert Robert P
Form 3
June 08, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hebert Robert P | | (Month/Day/Year) | BENTLEY PHARMACEUTICALS INC [BNT] | |
| (Last) | (First) | (Middle) | 06/01/2006 | |
| BENTLEY PARK,Â 2 | | 4. Relationship of Reporting Person(s) to Issuer | | |
| HOLLAND WAY | | (Check all applicable) | | |
| (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Controller, PAO | | |
| EXETER,Â NHÂ 03833 | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$.02 par value | 3,161 | I | Company-sponsored 401(k) Retirement Plan |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------|------------------|-----------------|-------------------------------|----------------------------|----------|---------------------------------------|---|
| Right to purchase | Â (1) | 04/06/2015 | Common Stock, \$.02 par value | 10,000 | \$ 7.39 | D | Â |
| Right to purchase | Â (2) | 05/01/2014 | Common Stock, \$.02 par value | 10,000 | \$ 12.32 | D | Â |
| Right to purchase | Â (3) | 05/21/2013 | Common Stock, \$.02 par value | 11,000 | \$ 10.04 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Hebert Robert P BENTLEY PARK 2 HOLLAND WAY EXETER, NH 03833 | Â | Â | Â | Controller, PAO |

Signatures

Robert P. Hebert 06/08/2006
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options were granted under terms of the Company's 2001 Employee Stock Option Plan. Grant becomes exercisable in three equal installments on 4/6/2006, 4/6/2007 and 4/6/2008.
- (2) Options were granted under terms of the Company's 2001 Employee Stock Option Plan. Grant becomes exercisable in two equal installments on 5/1/2005 and 5/1/2006.
- (3) Options were granted under terms of the Company's 2001 Employee Stock Option Plan. Grant becomes exercisable in two equal installments on 5/21/2004 and 5/21/2005.

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.