

BLYTH INC  
Form 4  
October 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOERGEN ROBERT B**

(Last) (First) (Middle)

**ONE EAST WEAVER STREET**

(Street)

**GREENWICH, CT 06831**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BLYTH INC [BTH]**

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  
 Officer (give title below)  Other (specify below)  
**Chairman of the Bd. and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
Common					1,717,500	I <sup>(1)</sup>	By Ropart Investments LLC
Common					399,880	I	Spousal <sup>(2)</sup>
Common					1,717,500	I <sup>(3)</sup>	By Spouse via Ropart Investments LLC
Common	10/03/2006		S	1,400 <sup>(4)</sup> D	\$ 24.94 9,673,817	D	
Common	10/03/2006		S		9,672,617	D	

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			1,200 <u>(4)</u>		\$ 24.95		
Common	10/03/2006	S	1,000 <u>(4)</u>	D	\$ 24.96	9,671,617	D
Common	10/03/2006	S	800 <u>(4)</u>	D	\$ 24.97	9,670,817	D
Common	10/03/2006	S	1,600 <u>(4)</u>	D	\$ 24.98	9,669,217	D
Common	10/03/2006	S	3,200 <u>(4)</u>	D	\$ 24.99	9,666,017	D
Common	10/03/2006	S	2,000 <u>(4)</u>	D	\$ 25	9,664,017	D
Common	10/03/2006	S	400 <u>(4)</u>	D	\$ 25.01	9,663,617	D
Common	10/03/2006	S	400 <u>(4)</u>	D	\$ 25.02	9,663,217	D
Common	10/03/2006	S	500 <u>(4)</u>	D	\$ 25.03	9,662,717	D
Common	10/03/2006	S	300 <u>(4)</u>	D	\$ 25.05	9,662,417	D
Common	10/03/2006	S	300 <u>(4)</u>	D	\$ 25.06	9,662,117	D
Common	10/03/2006	S	800 <u>(4)</u>	D	\$ 25.07	9,661,317	D
Common	10/03/2006	S	3,000 <u>(4)</u>	D	\$ 25.08	9,658,317	D
Common	10/03/2006	S	900 <u>(4)</u>	D	\$ 25.09	9,657,417	D
Common	10/03/2006	S	1,300 <u>(4)</u>	D	\$ 25.1	9,656,117	D
Common	10/03/2006	S	200 <u>(4)</u>	D	\$ 25.11	9,655,917	D
Common	10/03/2006	S	500 <u>(4)</u>	D	\$ 25.12	9,655,417	D
Common	10/03/2006	S	800 <u>(4)</u>	D	\$ 25.13	9,654,617	D
Common	10/03/2006	S	200 <u>(4)</u>	D	\$ 25.16	9,654,417	D
Common	10/03/2006	S	100 <u>(4)</u>	D	\$ 25.18	9,654,317	D
Common	10/03/2006	S	100 <u>(4)</u>	D		9,654,217	D

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						\$			
						25.19			
Common	10/03/2006		S	500 <u>(4)</u>	D	\$ 25.2	9,653,717		D
Common	10/03/2006		S	200 <u>(4)</u>	D	\$	9,653,517		D
						25.23			

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOERGEN ROBERT B ONE EAST WEAVER STREET GREENWICH, CT 06831	X	X	Chairman of the Bd. and CEO	

## Signatures

Linda Capozzi by Power of Attorney  
10/03/2006  
\*\*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)

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The reporting person is a member of Ropart Investments, LLC and has reported all of the securities beneficially owned by Ropart Investments, LLC. The reporting person disclaims beneficial ownership of the shares held by Ropart Investments, LLC except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- Reporting person disclaims beneficial ownership in shares beneficially owned in Ropart Investment, LLC by reporting person's spouse,
- (3) who is a member in Ropart Investments, LLC, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (4) These shares were sold by the reporting person pursuant to a Rule 10b5-1 trading plan.

### Remarks:

This Form 4 is the second of two Form 4's filed to report transactions which took place on October 3, 2006.

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.