

ROSSI DINO A
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
ROSSI DINO A

(Last) (First) (Middle)

BALCHEM CORPORATION, 52
SUNRISE PARK ROAD

(Street)

NEW HAMPTON, NY 10958

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BALCHEM CORP [BCPC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2013

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)
President & 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock ⁽¹⁾ | 02/19/2013 | | A | | 5,757 | A | \$ 0 | 136,851 ⁽²⁾ | D |
| Common Stock | 02/19/2013 | | M | | 34,569 | A | \$ 5.85 | 171,420 | D |
| Common Stock | 02/19/2013 | | S | | 34,569 ⁽⁴⁾ | D | \$ 37.88 | 136,851 | D |
| Common Stock | 02/20/2013 | | M | | 14,925 | A | \$ 5.85 | 151,776 | D |
| Common Stock | 02/20/2013 | | S | | 14,925 ⁽⁴⁾ | D | \$ 36.28 | 136,851 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 38.1 | 02/19/2013 | | A | 22,069 | ⁽³⁾ 02/19/2013 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSSI DINO A BALCHEM CORPORATION 52 SUNRISE PARK ROAD NEW HAMPTON, NY 10958 | X | | President & CEO | |

Signatures

/s/ Matthew Houston, Attorney
in Fact

02/21/2013

**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).
- Ownership of the restricted stock does not vest in Reporting person until four years from the grant date and is further subject to
- (1) restrictions on transfer in accordance with the provisions of a Restricted Stock Grant Agreement between the Issuer and the Reporting Person.
 - (2) This filing amends the "Amount of Securities Beneficially Owned Following Reported Transaction" to include the most current amount of shares owned directly by Mr. Rossi in his 401(k)/profit sharing account.

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- (3) Options vest 20% year 1; 40% year 2; and 40% year 3
- (4) Sale of shares pursuant to Rule 10b5-1 adopted on August 6, 2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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