

ROSSI DINO A
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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 (A) or (D) 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	

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

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.

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	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.

Edgar Filing: ROSSI DINO A - Form 4

- (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.

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.