

ROSSI DINO A
Form 4
January 12, 2012

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)
01/10/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/10/2012		M		18,000 (1) A \$ 4.51 150,085 (4)	D	
Common Stock	01/10/2012		S		18,000 (2) D \$ 41.5607 132,085	D	
Common Stock	01/11/2012		M		18,000 (1) A \$ 4.51 150,085	D	
Common Stock	01/11/2012		S		18,000 (2) D \$ 41.509 132,085	D	
Common Stock	01/11/2012		F		9,407 (3) D \$ 41.53 122,678	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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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
ROSSI DINO A BALCHEM CORPORATION 52 SUNRISE PARK ROAD NEW HAMPTON, NY 10958	X		President & CEO	

Signatures

/s/ Matthew Houston, Attorney
in Fact 01/12/2012

__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) Partial exercise of a stock option grant which fully vested on December 12, 2006.

(2) Sale of shares pursuant to Rule 10b5-1 adopted on December 8, 2011.

On January 11, 2008, the Company granted 20,250 restricted shares under the Company's Management Long Term Incentive Program. The stock was subject to a repurchase option in favor of the Issuer and to restrictions on transfer until it vested in accordance with the provisions of the Restricted Stock Purchase Agreement on January 11, 2012. 9,407 of the 20,250 shares that vested January 11, 2012 were withheld to cover withholding taxes due upon vesting.

(4)

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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.

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.