BENTLEY PHARMACEUTICALS INC
Form 15-12G
July 22, 2008

```
                                    --------------------------------
                                             OMB APPROVAL
                                    --------------------------------
                                    --------------------------------
                                    OMB Number:         3235-0167
                                    Expires:     November 30, 2010
                                    Estimated average burden
                                    hours per response........1.50
                                    --------------------------------



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


                             FORM 15

        CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
               12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
            SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND
               15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.


                                         Commission File Number     001-10581


                       Bentley Pharmaceuticals, Inc.
--------------------------------------------------------------------------------
               (Exact name of registrant as specified in its charter)

        Bentley Park, 2 Holland Way, Exeter, NH 03833, (603) 658-6100
--------------------------------------------------------------------------------
          (Address, including zip code, and telephone number, including area
                 code, of registrant's principal executive offices)


                    Common Stock, par value $0.02 per share
                    Series A Junior Participating Preferred
                          Stock purchase rights
--------------------------------------------------------------------------------
               (Title of each class of securities covered by this Form)

                                   None
--------------------------------------------------------------------------------
          (Titles of all other classes of securities for which a duty to file
                  reports under section 13(a) or 15(d) remains)

         Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)          [X]
Rule 12g-4(a)(2)          [ ]
Rule 12h-3(b)(1)(i)       [X]
Rule 12h-3(b)(1)(ii)      [ ]
Rule 15d-6                [ ]


Approximate number of holders of record as of the certification or
notice date:      1

       Pursuant to the requirements of the Securities Exchange Act of 1934,
Bentley Pharmaceuticals, Inc. has caused this certification/notice to be signed
```

on its behalf by the undersigned duly authorized person.

```
Date: July 22, 2008              By:  /s/ Brian E. Shanahan
                                      ----------------------------------------
                                      Name:   Brian E. Shanahan
                                      Title:  Assistant Secretary
```