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

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OMB APPROVAL  
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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.

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(Exact name of registrant as specified in its charter)

Bentley Park, 2 Holland Way, Exeter, NH 03833, (603) 658-6100

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(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

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(Title of each class of securities covered by this Form)

None

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(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

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on its behalf by the undersigned duly authorized person.

Date: July 22, 2008

By: /s/ Brian E. Shanahan

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Name: Brian E. Shanahan  
Title: Assistant Secretary

SEC 2069 (02-08)

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