

MITCHELL KENNETH P

Form 4

February 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITCHELL KENNETH P

(Last) (First) (Middle)

BALCHEM CORPORATION, PO
BOX 600

(Street)

NEW HAMPTON, NY 10958

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2006

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/22/2006		M		1,752 A \$ 8.4	4,252	D
Common Stock	02/22/2006		S		700 D \$ 21.79	3,552	D
Common Stock	02/22/2006		S		900 D \$ 21.8	2,652	D
Common Stock	02/22/2006		S		152 D \$ 21.95	2,500	D
Common Stock	02/22/2006		M		7,000 A \$ 8.4	9,500	D

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Common Stock	02/22/2006	S	3,000	D	\$ 21.5	6,500	D
Common Stock	02/22/2006	S	2,500	D	\$ 22.1	4,000	D
Common Stock	02/22/2006	S	1,400	D	\$ 22.18	2,600	D
Common Stock	02/22/2006	S	100	D	\$ 22.18	2,500	D
Common Stock	02/23/2006	M	4,500	D	\$ 8.4	7,000	D
Common Stock	02/23/2006	S	1,800	D	\$ 21.87	5,200	D
Common Stock	02/23/2006	S	1,452	D	\$ 22.02	3,748	D
Common Stock	02/23/2006	S	100	D	\$ 21.87	3,648	D
Common Stock	02/23/2006	S	600	D	\$ 21.87	3,048	D
Common Stock	02/23/2006	S	500	D	\$ 22.23	2,548	D
Common Stock	02/23/2006	S	48	D	\$ 21.87	2,500	D

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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
	\$ 8.4	02/22/2006		M	1,752	02/14/2003	02/17/2013	
								Amount or Number of Shares
								1,752

Non-Qualified Stock Option								Common Stock	
Non-Qualified Stock Option	\$ 8.4	02/22/2006	M	7,000	02/14/2003	02/17/2013	Common Stock	7,0	
Non-Qualified Stock Option	\$ 8.4	02/23/2006	M	4,500	02/14/2003	02/17/2013	Common Stock	4,5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL KENNETH P BALCHEM CORPORATION PO BOX 600 NEW HAMPTON, NY 10958		X		

Signatures

/s/ Kenneth P.
Mitchell

02/23/2006

__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).

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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