PHIBRO ANIMAL HEALTH CORP

Form 4

October 01, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of BENDHEIM JAC		2. Issuer Name and Ticker or Trading Symbol PHIBRO ANIMAL HEALTH CORP [PAHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	rst) (Middle) URR BLVD., STE	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2015	X DirectorX 10% OwnerX Officer (give title Other (specify below) President and CEO		
(St	reet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
TEANECK NI 07	1666		Form filed by More than One Reporting		

TEANECK, NJ 07666

(State)

(Zip)

(City)

Table I - Non	-Derivative Secu	rities Acquired	Disposed of o	r Reneficially	Owned
Table I - Non	-Derivative Sect	ii iues Acuuii eu	. Disposea oi, o	i Denenciany	Owneu

Person

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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)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	09/29/2015		C	18,000	A	(1)	86,000	I	See (2)
Class A Common Stock (3)	09/29/2015		S	4,000	D	\$ 31.21 (4)	82,000	I	See (2)
Class A Common Stock (3)	09/30/2015		S	4,000	D	\$ 31.19 (5)	78,000	I	See (2)
Class A	10/01/2015		S	4,000	D	\$	74,000	I	See (2)

Common 31.92 Stock (3) (6)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

8. P Der Sec (Ins

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (1)	(1)	09/29/2015		C	18,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
BENDHEIM JACK							
300 FRANK W. BURR BLVD., STE 21	X	X	President and CEO				
TEANECK NI 07666							

Signatures

/s/ Thomas G. Dagger, as Attorney-in-Fact for Jack C. 10/01/2015 Bendheim

> Date **Signature of Reporting Person

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) The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis, and had no expiration date.

The securities are held by BFI Co., LLC. Mr. Bendheim, a reporting person, director and officer of the Issuer, exercises voting and (2) dispositive power over BFI Co., LLC and may be deemed to have shared voting and investment power over the securities held by BFI Co., LLC. Mr. Bendheim disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Reporting Owners 2

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- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by BFI Co., LLC on March 16, 2015.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.27 to \$32.24, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.55 to \$31.70, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.18 to \$32.83, inclusive.

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.