

RUDOLPH SCOTT
Form 4
November 24, 2009

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 *
RUDOLPH SCOTT

(Last) (First) (Middle)
C/O NBTY, INC., 2100
SMITHTOWN AVE.
(Street)

RONKONKOMA, NY 11779

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NBTY INC [NTY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2009

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)
Chairman and 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)
Common Stock	11/23/2009	11/23/2009	M	1,000,000	A \$ 5,314,586 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount Number of Shares
Stock Options (Right to Buy)	\$ 5.875	11/23/2009	11/23/2009	M	1,000,000	08/09/2000 08/09/2010	Common Stock	1,000,000
Stock Options (Right to Buy)	\$ 5.4687					02/01/2001 02/01/2011	Common Stock	500,000
Stock Options (Right to Buy)	\$ 25.5					<u>(2)</u> 02/01/2018	Common Stock	150,000
Stock Options (Right to Buy)	\$ 15.98					<u>(3)</u> 04/08/2019	Common Stock	138,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDOLPH SCOTT C/O NBTY, INC. 2100 SMITHTOWN AVE. RONKONKOMA, NY 11779	X		Chairman and CEO	

Signatures

/s/ Irene B. Fisher, Esq., pursuant to a Power of Attorney

11/24/2009

**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) Mr. Rudolph is also the beneficial owner of 63,582 shares of NBTY, Inc. common stock through the Employee Stock Ownership Plan.

(2) 50,000 options become exercisable on 2/1/2010, 50,000 options become exercisable on 2/1/2011 and 50,000 options become exercisable on 2/1/2012.

(3)

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69,000 options become exercisable on 4/8/2010, 23,005 options become exercisable on 4/8/2011, 23,005 options become exercisable on 4/8/2012 and 22,990 options become exercisable on 4/8/2013.

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.