Craigie James Form 4 March 01, 2011

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Other (specify

7. Nature of

Indirect

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 Reporting Person *

Craigie James

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

(Last) (First) (Middle)

469 NORTH HARRISON STREET

(State)

(Month/Day/Year)

(Zip)

(Street)

02/25/2011

3. Date of Earliest Transaction

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

X_ Officer (give title

PRINCETON, NJ 08543

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

Code (Month/Day/Year) (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Expiration 7. Title and A Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative Underlying S Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) (A) or Disposed of

(D)

(Instr. 3, 4, and 5)

Code V

(A)

(D) Date Exercisable Expiration Date

Common

Phantom Stock

<u>(1)</u> 02/25/2011

A 4,077.7264

08/08/1988(2) 08/08/1988(2)

988⁽²⁾ Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Craigie James

469 NORTH HARRISON STREET PRINCETON, NJ 08543

 \mathbf{X}

Chairman and CEO

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for James R. Craigie

03/01/2011

**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) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (2) The phantom stock shares were acquired under the Church & Dwight Co., Inc. Deferred Compensation Plan and are to be settled in cash at such time as prescribed by the Plan.

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.

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