CHURCH & DWIGHT CO INC /DE/

Form 4 June 18, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Expires:

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **FARRELL MATTHEW**

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CHURCH & DWIGHT CO INC

(Check all applicable)

/DE/[CHD]

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

06/16/2008

_X__ Officer (give title Other (specify below)

469 NORTH HARRISON STREET

Executive VP Finance and CFO 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

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

Person

(Street)

Filed(Month/Day/Year)

PRINCETON, NJ 08543

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

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

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

7. Nature of Ownership Indirect Beneficial Form: Ownership Direct (D) (Instr. 4)

(A)

Following Reported Transaction(s)

or Indirect (Instr. 4)

(Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

43,186.9336 D

Common Stock

Ι

Prft Shring/Saving Plan Trust

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 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 or 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) | |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Phantom Stock | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock | 5,792.11 |
| Stock Option | \$ 38.275 | | | | | 09/19/2009 | 09/19/2016 | Common Stock | 75,00 |
| Stock Option | \$ 48.8 | | | | | 06/18/2010 | 06/18/2017 | Common Stock | 23,10 |
| Stock Option | \$ 55.66 | 06/16/2008 | | A | 26,100 | 06/16/2011 | 06/16/2018 | Common Stock | 26,10 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FARRELL MATTHEW 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Executive VP Finance and CFO

Signatures

Reporting Person

Andrew C.
Forsell

**Signature of 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. 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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