

CHURCH & DWIGHT CO INC /DE/  
 Form 4/A  
 March 16, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 WHITNEY JOHN O

2. Issuer Name and Ticker or Trading Symbol  
 CHURCH & DWIGHT CO INC /DE/ [CHD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 469 NORTH HARRISON STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/07/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PRINCETON, NJ 08543  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/09/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 03/07/2007                           |  | M                              | 640 A \$ 8.2917   | 6,673 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 4,116   | I  | Marcia L. Whitney Credit Shelter Trust                |

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

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SEC 1474 (9-02)

number.

**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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | (2)  | 08/08/1988  | Common Stock | 5,959.9271                 |
| Stock Option                               | \$ 10  |                                      |  |                                |   | 05/07/2001   | 05/07/2008  | Common Stock | 6,000                      |
| Stock Option                               | \$ 12.6667   |                                      |  |                                |   | 05/11/2000   | 05/11/2010  | Common Stock | 3,000                      |
| Stock Option                               | \$ 13.8125   |                                      |  |                                |   | 05/06/2002   | 05/06/2009  | Common Stock | 6,000                      |
| Stock Option                               | \$ 16.5567   |                                      |  |                                |   | 05/10/2004   | 05/10/2011  | Common Stock | 7,500                      |
| Stock Option                               | \$ 20.8834   |                                      |  |                                |   | 05/08/2006   | 05/08/2013  | Common Stock | 7,500                      |
| Stock Option                               | \$ 22.9  |                                      |  |                                |   | 05/09/2005   | 05/09/2012  | Common Stock | 7,500                      |
| Stock Option                               | \$ 31.0934   |                                      |  |                                |   | 05/06/2007   | 05/06/2014  | Common Stock | 7,500                      |
| Stock Option                               | \$ 34.29   |                                      |  |                                |   | 05/05/2008   | 05/05/2015  | Common Stock | 5,000                      |
| Stock Option                               | \$ 36.355  |                                      |  |                                |   | 05/04/2009   | 05/04/2016  | Common Stock | 5,000                      |
| Stock Option                               | \$ 8.2917  | 03/07/2007                           |  | M                              | 640   | 05/08/2000   | 05/08/2007  | Common Stock | 640                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

WHITNEY JOHN O  
469 NORTH HARRISON STREET  
PRINCETON, NJ 08543

## Signatures

Andrew C.  
Forsell

03/16/2007

\_\_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).
- (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.
  - (3) Holdings have been adjusted to reflect dividends paid to reporting person under the Deferred Compensation Plan for Directors.
  - (1) This Form 4/A amends the original Form 4 filed on March 9, 2007, in which this transaction was inadvertently reported as a cashless stock option exercise. This Form 4/A reflects the correct cash exercise of the stock option indicated in Table II.

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.