

CHURCH & DWIGHT CO INC /DE/

Form 4

May 02, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDY SUSAN E

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)
04/30/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec. VP, Gen. Counsel & Sec.

PRINCETON, NJ 08543

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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				(A) or (D)	6,663.6638 (1)	D	
Common Stock					1,053.04	I	Prfit Shring/Saving Plan Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Phantom Stock	\$ 0 ⁽²⁾	04/30/2008		A	3.6849	08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock 3.6
Stock Option	\$ 21.8567					06/16/2006	06/16/2013	Common Stock 31,
Stock Option	\$ 29.5					06/14/2007	06/14/2014	Common Stock 13,
Stock Option	\$ 35.02					06/19/2009	06/19/2016	Common Stock 18,
Stock Option	\$ 35.29					06/20/2008	06/20/2015	Common Stock 15,
Stock Option	\$ 40.65					11/01/2009	11/01/2016	Common Stock 5,0
Stock Option	\$ 48.8					06/18/2010	06/18/2017	Common Stock 13,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDY SUSAN E 469 NORTH HARRISON STREET PRINCETON, NJ 08543	Exec. VP, Gen. Counsel & Sec.

Signatures

Andrew C. Forsell 05/02/2008

__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 convert to common stock on a 1-for-1 basis.

(1) Holdings have been adjusted to reflect shares purchased in the Church & Dwight Co., Inc. Employee Stock Purchase Plan.

(3) 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.

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