

CHURCH & DWIGHT CO INC /DE/  
 Form 4  
 June 03, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FLEMING BRUCE F**

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)  
**05/30/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive V.P., CMO**

**PRINCETON, NJ 08543**

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)  | 1,287.2242<br><u>(1)</u>  | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 411.373   | I  | 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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 (9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock                              | \$ 0 <sup>(2)</sup>                                    | 05/30/2008                           |  | A                              | 12.2501   | 08/08/1988 <sup>(3)</sup> 08/08/1988 <sup>(3)</sup>      | Common Stock  |
| Stock Option                               | \$ 33.3  |                                      |  |                                |   | 01/16/2009 01/16/2016                                    | Common Stock  |
| Stock Option                               | \$ 35.02   |                                      |  |                                |   | 06/19/2009 06/19/2016                                    | Common Stock  |
| Stock Option                               | \$ 48.8  |                                      |  |                                |   | 06/18/2010 06/18/2017                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| FLEMING BRUCE F<br>469 NORTH HARRISON STREET<br>PRINCETON, NJ 08543 |               |           | Executive V.P., CMO |       |

## Signatures

Andrew C. Forsell 06/03/2008

         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. 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.