GOLDY SUSAN E Form 4

November 18, 2008

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

Check this box

if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GOLDY SUSAN E

(Last) (First) (Middle)

469 NORTH HARRISON STREET

(Street)

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC /DE/[CHD]

3. Date of Earliest Transaction

(Month/Day/Year) 11/14/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Exec. VP, Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Person

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

(City) (State) (Zip)

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

PRINCETON, NJ 08543

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s) (Instr. 3 and 4)

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

(A)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

Edgar Filing: GOLDY SUSAN E - Form 4

(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of

(D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration Date

or

Amo

Nun of Sl

3.6

Phantom Stock

(1)

11/14/2008

Α 3.6986 08/08/1988(2) 08/08/1988(2)

Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Director Officer Other

GOLDY SUSAN E 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Exec. VP, Gen. Counsel & Sec.

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for Susan E. Goldy

11/18/2008

**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).
- The phantom stock shares convert to common stock on a 1-for-1 basis.
- 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.

Reporting Owners 2