CONISH MARK G

Form 4

February 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

CONISH MARK G

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC /DE/[CHD]

3. Date of Earliest Transaction

(First) (Middle)

> (Month/Day/Year) 01/15/2007

469 NORTH HARRISON STREET

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) below) **Executive VP Global Operations**

6. Individual or Joint/Group Filing(Check

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

Person

PRINCETON, NJ 08543

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

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

(A)

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

5. Amount of Beneficially Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise

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

any

5. Number of Derivative 4. TransactionSecurities Acquired (A) or Disposed of (D) Code

6. Date Exercisable and Expiration Date

(Month/Day/Year)

7. Title a Underly (Instr. 3

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(Month/Day/Year) (Instr. 8) (Instr. 3, 4, and 5)

Code V

 (Λ)

Date Exercisable Expiration Date Title

	Security		Code	v (A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	<u>(1)</u>	01/30/2009	A	19.6524		08/08/1988(2)	08/08/1988(2)	Comm
Phantom Stock	(1)	01/30/2009	I		235.8281	08/08/1988(2)	08/08/1988(2)	Comm
Phantom Stock	(1)	01/31/2008	I		259.1531	08/08/1988(2)	08/08/1988(2)	Comm
Phantom Stock	<u>(1)</u>	01/15/2007	I		238.0935	08/08/1988(2)	08/08/1988(2)	Comm

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONISH MARK G 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Executive VP Global Operations

Signatures

(Instr. 3)

Price of

Derivative

/s/ Andrew C. Forsell, attorney-in-fact for Mark G. Conish

h 02/03/2009

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

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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