Edgar Filing: FARRELL MATTHEW - Form 4

| FARRELL N Form 4 | MATTHEW | | | | | | | | | |
|---|---|---------------|------------|---|--|---|--|--|---|--|
| Form 4 February 26 | 2009 | | | | | | | | | |
| | ЛЛ | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | N OMB Number: | 3235-0287 | |
| Check th if no long subject to Section 1 Form 4 c | ger o STATEN 16. or | MENT OI | | SECUI | Estimated burden hoi response | Expires:January 31, 2005Estimated averageburden hours per response0.5 | | | | |
| Form 5 obligations may continue.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 19401(b). | | | | | | | | | | |
| (Print or Type] | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> FARRELL MATTHEW | | | Symbol | er Name an CH & DV | | Ū. | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | /DE/ [0 | | 10111 | | (Check all applicable) | | | |
| (Last) 469 NORTI | 3. Date of Earliest Transaction Director (Month/Day/Year) | | | | ve title 10% Owner Other (specify below) e VP Finance and CFO | | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | | |
| PRINCETC | N, NJ 08543 | | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tab | ole I - Non-J | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | Date, if | 3. Transactio Code (Instr. 8) | Disposed | (A) or l of (D) 4 and 5) (A) or | 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 | (D) Price | (| | | |
| Reminder: Rep | oort on a separate line | e for each cl | ass of sec | urities bene | Perso infor requi | ons who res nation cont red to resp | or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and Expiration | 7. Title and A |
|-------------|-------------|---------------------|--------------------|-------------|---------------------|------------------------------------|-----------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orDerivative | Date | Underlying S |
| Security | or Exercise | | any | Code | Securities Acquired | (Month/Day/Year) | (Instr. 3 and 4 |

number.

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | 3) | (A) or Disposed (D) (Instr. 3, 4, and | | | | |
|------------------|------------------------------------|------------|------------------|-----------|----|---|-----|-----------------------|-----------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock | <u>(1)</u> | 02/24/2009 | | А | | 3,745.4079 | | 08/08/1988 <u>(2)</u> | 08/08/1988 <u>(2)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Address Relationships | | | | | | | |
|---|-----------------------|-----------|------------------------------|-------|--|--|--|--|
| Topo and Competition Competition | Director | 10% Owner | Officer | Other | | | | |
| FARRELL MATTHEW 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | | | Executive VP Finance and CFO | | | | | |
| Signatures | | | | | | | | |
| /s/ Andrew C. Forsell, attorney-in-fac Farrell | ct for Mat | thew T. | 02/26/2009 | | | | | |

**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.