#### FLEMING BRUCE F

Form 4

February 26, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 1940

Director

X\_ Officer (give title

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

(First)

FLEMING BRUCE F

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

3. Date of Earliest Transaction

(Month/Day/Year) 02/24/2009

469 NORTH HARRISON STREET

(Middle)

(Street) Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive V.P., CMO

below)

10% Owner

Other (specify

Person

below)

Issuer

PRINCETON, NJ 08543

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported 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.

any

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

Code

1. Title of Derivative Conversion Security or Exercise

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

5. Number of **Transaction**Derivative

Securities Acquired

(A)

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

7. Title and A Underlying S (Instr. 3 and 4

#### Edgar Filing: FLEMING BRUCE F - Form 4

(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) (A) or Disposed of

(D)

(Instr. 3, 4, and 5)

(A)

Code V

(D) Date Exercisable Expiration Date

Title

Phantom Stock

<u>(1)</u> 02/24/2009

A 2,177.4003

08/08/1988(2) 08/08/1988(2)

Common Stock

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer

Other

FLEMING BRUCE F 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Executive V.P., CMO

## **Signatures**

/s/ Andrew C. Forsell, attorney-in-fact for Bruce F. Fleming

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.

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