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FLEMING Form 4 July 17, 201									
FORM	ЛЛ	STATES	SECU	RITIES A	AND EX	CHANGE	E COMMISSIO	-	PPROVAL
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	his box nger to 16. or Filed pur ons ntinue. rruction	MENT O rsuant to S (a) of the 1	Wa F CHAN Section T Public U	nshington NGES IN SECUI 16(a) of th	Expires: Estimated burden hou response.	urs per			
(Print or Type 1. Name and FLEMING	Person <u>*</u>	Symbol	er Name an CH & DV CHD]		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 469 NORT	Middle) TREET	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2012				Director 10% Owner Officer (give title Other (specify below) Executive V.P., CMO			
PRINCET	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 _Form filed by More than One Reporting 					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Person	of. or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi nAcquired Disposed (Instr. 3,	ties (A) or of (D)	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
Reminder: Re	eport 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 forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)

number.

 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 Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(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	Title	An Nu Sha
Phantom Stock	<u>(1)</u>	07/13/2012		А		11.4565		08/08/1988 <u>(2)</u>	08/08/1988 <u>(2)</u>	Common Stock	11

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-fac Fleming	ce F.	07/17/2012						
**Signature of Reporting Pers	son		Date					
Explanation of Respo	onses	5						

* 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.