CHURCH & DWIGHT CO INC /DE/

Form 4

September 18, 2012

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

30(h) of the Investment Company Act of 1940

Washington, D.C. 20549

Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CONISH MARK G**

Issuer

5. Relationship of Reporting Person(s) to

10% Owner

Symbol

CHURCH & DWIGHT CO INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

/DE/[CHD]

(Last) (First) 3. Date of Earliest Transaction

X_ Officer (give title Other (specify below)

(Month/Day/Year)

Code

(Instr. 8)

09/14/2012

below) **Executive VP Global Operations**

469 NORTH HARRISON STREET

Execution Date, if

(Month/Day/Year)

(Middle)

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

Disposed of (D)

(Instr. 3, 4 and 5)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PRINCETON, NJ 08543

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or

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

Owned Following

Securities

Beneficially

Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

5. Amount of

(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.

SEC 1474 (9-02)

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)

any

Execution Date, if

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) (Instr. 3, 4, and Security

5)

Code V (D) Date Exercisable Expiration Date (A)

An Nu Sh

30

Common

Stock

Phantom 08/08/1988(2) 08/08/1988(2) (1) 09/14/2012 Α 30.7143 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CONISH MARK G **469 NORTH HARRISON STREET** PRINCETON, NJ 08543

Executive VP Global Operations

Signatures

/s/ Karen M. Sheehan, attorney-in-fact for Mark G.

09/18/2012 Conish

> **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.
- 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.
- Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Deferred Compensation **(3)**

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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