

CHURCH & DWIGHT CO INC /DE/

Form 4

June 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CUGINE STEVEN P

2. Issuer Name **and** Ticker or Trading
Symbol
CHURCH & DWIGHT CO INC
/DE/ [CHD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
469 NORTH HARRISON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP Global New Pdcts

PRINCETON, NJ 08543

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
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Common Stock			Code	V Amount (D) Price	3,841	D	
Common Stock					5,577.618	I	Prof. Sharing/Svngs Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 ⁽¹⁾	05/30/2008		A	3.5	131		08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	3.5
Stock Option	\$ 11.4167							02/24/2000	02/24/2010	Common Stock	12,000
Stock Option	\$ 16.2034							04/30/2004	04/30/2011	Common Stock	31,000
Stock Option	\$ 21.8567							06/16/2006	06/16/2013	Common Stock	21,000
Stock Option	\$ 22.3734							06/17/2005	06/17/2012	Common Stock	16,000
Stock Option	\$ 29.5							06/14/2007	06/14/2014	Common Stock	15,000
Stock Option	\$ 35.02							06/19/2009	06/19/2016	Common Stock	18,000
Stock Option	\$ 35.29							06/20/2008	06/20/2015	Common Stock	14,000
Stock Option	\$ 48.8							06/18/2010	06/18/2017	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CUGINE STEVEN P 469 NORTH HARRISON STREET PRINCETON, NJ 08543	Executive VP Global New Pdcts

Signatures

Andrew C.
Forsell
06/03/2008
Date

__Signature of
Reporting Person

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.

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