

FLEMING BRUCE F

Form 4

September 17, 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 \*  
FLEMING BRUCE F

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/15/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive V.P., CMO

(Street)

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

PRINCETON, NJ 08543

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                     | Price                                                          |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,438.903 <sup>(1)</sup>                                                                                           | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 411.373                                                                                                            | I                                                                       | Prft<br>Shring/Saving<br>Plan Trust                            |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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  |
| Phantom Stock                              | \$ 0 <sup>(2)</sup>                                    | 09/15/2008                           |                                                    | A                              |                                                                                         | 13.7727                                                  |     | 08/08/1988 <sup>(3)</sup>                                   | 08/08/1988 <sup>(3)</sup> | Common Stock | 13.7727 |
| Stock Option                               | \$ 33.3                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 01/16/2009                                                  | 01/16/2016                | Common Stock | 1.0000  |
| Stock Option                               | \$ 35.02                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 06/19/2009                                                  | 06/19/2016                | Common Stock | 1.0000  |
| Stock Option                               | \$ 48.8                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 06/18/2010                                                  | 06/18/2017                | Common Stock | 1.0000  |
| Stock Option                               | \$ 55.66                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 06/16/2011                                                  | 06/16/2018                | Common Stock | 1.0000  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                     |       |
|---------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                     | Director      | 10% Owner | Officer             | Other |
| FLEMING BRUCE F<br>469 NORTH HARRISON STREET<br>PRINCETON, NJ 08543 |               |           | Executive V.P., CMO |       |

## Signatures

Andrew C. Forsell 09/17/2008

                     <sup>\*\*</sup>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) Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Dividend Reinvestment Plan.
- (2) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (4) Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Deferred Compensation Plan.
- (3)

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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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