CHURCH & DWIGHT CO INC /DE/

Form 4 March 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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

Check this box

obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

CHURCH & DWIGHT CO INC

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Tursi Louis

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

(First)

CORPORATE PARK, 500 CHARLES EWING BOULEVARD

PRINCETON SOUTH

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) Executive VP, Consumer Sales

6. Individual or Joint/Group Filing(Check

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

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

EWING, NJ 08628

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3.

Symbol

/DE/[CHD]

03/14/2014

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

Applicable Line)

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

Reported Transaction(s) (Instr. 3 and 4)

(A)

Code V Amount (D) Price

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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Derivative	Conversion	(Month/Day/Year)	Execution Date, if	f TransactionDerivative		Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day/Yea	r)	(Instr. 3 and	14)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	r			
	Derivative				Disposed of (D				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	An Nu
									Sh
Phantom	<u>(1)</u>	03/14/2014		A	10.1729	08/08/1988 <u>(2)</u>	08/08/1988 <u>(2)</u>	Common	1(

5. Number of

6. Date Exercisable and Expiration 7. Title and Amo

Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > 03/17/2014

Executive VP, Consumer Sales

Tursi Louis PRINCETON SOUTH CORPORATE PARK 500 CHARLES EWING BOULEVARD

EWING, NJ 08628

Signatures

1. Title of 2.

Stock

/s/ Karen M. Sheehan, attorney-in-fact for Louis H. Tursi

3. Transaction Date 3A. Deemed

**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 **(2)** at such time as prescribed by the Plan.
- Holdings have been adjusted to reflect dividends paid to the reporting person under the Church & Dwight Co., Inc. Deferred Compensation 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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