

CHURCH & DWIGHT CO INC /DE/

Form 4

August 08, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KATZ STEVEN J

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)
08/06/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Controller and CAO

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/06/2008		M		3,450	A	\$ 21.8567	3,450	D
Common Stock	08/06/2008		S		3,450	D	\$ 60.9585 <u>(1)</u> <u>(2)</u>	0	D
Common Stock								3,452.651	I
									Prfit Shring/Saving 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**

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0							08/08/1988	08/08/1988	Common Stock	19.2645
Stock Option	\$ 22.3733							06/17/2005	06/17/2012	Common Stock	200
Stock Option	\$ 29.5							06/14/2007	06/14/2014	Common Stock	3,450
Stock Option	\$ 35.02							06/19/2009	06/19/2016	Common Stock	3,100
Stock Option	\$ 35.29							06/20/2008	06/20/2015	Common Stock	3,000
Stock Option	\$ 48.8							06/18/2010	06/18/2017	Common Stock	2,800
Stock Option	\$ 55.66							06/16/2011	06/16/2018	Common Stock	3,100
Stock Option	\$ 21.8567	08/06/2008		M		3,450		06/16/2006	06/16/2013	Common Stock	3,450

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KATZ STEVEN J 469 NORTH HARRISON STREET PRINCETON, NJ 08543	VP, Controller and CAO

Signatures

Andrew C.
Forsell

08/08/2008

__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).
- (2) The reporting person has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range reported above.
- (1) The price in Column 4 is a weighted average price. The prices actually received from this transaction range from \$60.953 to \$60.98.

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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