

CHURCH & DWIGHT CO INC /DE/

Form 4

May 14, 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 *
LEAMAN J R JR

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)
05/12/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

PRINCETON, NJ 08543

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/12/2008		M		2,000	A	\$ 13.8125	45,329	D
Common Stock	05/12/2008		S		2,000	D	\$ 54.1	43,329	D
Common Stock	05/13/2008		M		1,000	A	\$ 13.8125	44,329	D
Common Stock	05/13/2008		S		1,000	D	\$ 54.1	43,329	D

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

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SEC 1474
(9-02)

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					(1)	08/08/1988	Common Stock	17,831.38
Stock Option	\$ 12.6667					05/11/2000	05/11/2010	Common Stock	3,000
Stock Option	\$ 16.5567					05/10/2004	05/10/2011	Common Stock	7,500
Stock Option	\$ 20.8834					05/08/2006	05/08/2013	Common Stock	7,500
Stock Option	\$ 22.9					05/09/2005	05/09/2012	Common Stock	7,500
Stock Option	\$ 31.0934					05/06/2007	05/06/2014	Common Stock	7,500
Stock Option	\$ 34.29					05/05/2008	05/05/2015	Common Stock	5,000
Stock Option	\$ 36.355					05/04/2009	05/04/2016	Common Stock	5,000
Stock Option	\$ 51.55					05/03/2010	05/03/2017	Common Stock	5,000
Stock Option	\$ 56.62					05/01/2011	05/01/2018	Common Stock	5,000
Stock Option	\$ 13.8125	05/12/2008		M	2,000	05/06/2002	05/06/2009	Common Stock	2,000
Stock Option	\$ 13.8125	05/13/2008		M	1,000	05/06/2002	05/06/2009	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEAMAN J R JR 469 NORTH HARRISON STREET PRINCETON, NJ 08543			X	

Signatures

Andrew C.
Forsell

05/14/2008

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).
- (1) 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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