

CHURCH & DWIGHT CO INC /DE/
 Form 4
 September 03, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

 (Last) (First) (Middle)
469 NORTH HARRISON STREET
 (Street)
PRINCETON, NJ 08543
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2008

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					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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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 ⁽¹⁾	08/29/2008		A	3.2	08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	3.2
Stock Option	\$ 11.4167					02/24/2000	02/24/2010	Common Stock	7,350
Stock Option	\$ 16.2034					04/30/2004	04/30/2011	Common Stock	31,050
Stock Option	\$ 21.8567					06/16/2006	06/16/2013	Common Stock	21,450
Stock Option	\$ 22.3734					06/17/2005	06/17/2012	Common Stock	16,800
Stock Option	\$ 29.5					06/14/2007	06/14/2014	Common Stock	15,300
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	14,800
Stock Option	\$ 48.8					06/18/2010	06/18/2017	Common Stock	13,700
Stock Option	\$ 55.66					06/16/2011	06/16/2018	Common Stock	15,300

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

09/03/2008

__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 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. 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.