

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-11-30**

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ISSUER

CHURCH & DWIGHT CO INC /DE/

CIK: **313927** | IRS No.: **134996950** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

Mailing Address

469 N HARRISON STREET
PRINCETON NJ 08543-5297

Business Address

469 N HARRISON ST
PRINCETON NJ 08543-5297
6096835900

REPORTING OWNER

FLEMING BRUCE F

CIK: **1349910**
Type: **4** | Act: **34** | File No.: **001-10585** | Film No.: **071284575**

Mailing Address

469 NORTH HARRISON
STREET
PRINCETON NJ 08648

Business Address

609-683-5900

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive V.P., CMO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2007			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
469 NORTH HARRISON STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
PRINCETON, NJ 08543								
(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								604.3512	D	
Common Stock								190.195	I	Prft Shring/Saving Plan Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	\$ 0 (1)	11/30/2007		A		15.057		08/08/1988 (2)	08/08/1988 (2)	Common Stock	15.057	\$56.12	3,081.1705	D	
Stock Option	\$33.3							01/16/2009	01/16/2016	Common Stock	10,000		10,000	D	
Stock Option	\$35.02							06/19/2009	06/19/2016	Common Stock	18,000		18,000	D	
Stock Option	\$48.8							06/18/2010	06/18/2017	Common Stock	13,400		13,400	D	

Explanation of Responses:

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.

Signatures

Andrew C. Forsell

** Signature of Reporting Person

12/04/2007

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.