

CHURCH & DWIGHT CO INC /DE/

Form 4

March 06, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONISH MARK G

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)
03/02/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP Global Operations

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)
Common Stock	03/02/2012		F ⁽¹⁾	140 D \$ 48.135	5,039.5023	D	
Common Stock	03/02/2012		M	3,000 A \$ 17.51	8,039.5023	D	
Common Stock	03/02/2012		M	30,600 A \$ 17.645	38,639.5023	D	
Common Stock	03/02/2012		S	33,600 D \$ 48.0039	5,039.5023	D	
Common Stock	03/06/2012		A	271 A \$ 0	5,310.5023	D	

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

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(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
Stock Option	\$ 17.51	03/02/2012		M		3,000		06/19/2009	06/19/2016	Common Stock	3,000
Stock Option	\$ 17.645	03/02/2012		M		30,600		06/20/2008	06/20/2015	Common Stock	30,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONISH MARK G 469 NORTH HARRISON STREET PRINCETON, NJ 08543	Executive VP Global Operations

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for Mark G.
Conish

03/06/2012

__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) Per the policy of Church & Dwight Co., Inc., withholding to cover is the only tax payment method allowed for tax liability incurred as a result of vesting of restricted stock.
- (2) The price in Column 4 is a weighted average price. The prices actually received from this transaction ranges from \$47.85 to \$48.23.
- (3) 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 purchased at each price within the range reported above.

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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