## Edgar Filing: FLEMING BRUCE F - Form 4

FLEMING BRU Form 4	CE F										
December 18, 20	12										
FORM 4									PPROVAL		
	UNITED	STATES			ITIES AND EXCHANGE COMMISSION hington, D.C. 20549				3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(	Washington, D.C. 20549       Number:       0200 020         STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires:       January 31 2009         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       Estimated average burden hours per response       0.9         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       0.9       0.9         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       0.9									
(Print or Type Respo	nses)										
1. Name and Address of Reporting Person <u>*</u> FLEMING BRUCE F			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 12/14/2012			Director 10% Owner X Officer (give title Other (specify below) below) Executive V.P., CMO					
				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				
PRINCETON, N	IJ 08543						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
	ansaction Date tth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report or	a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					Perso inforn requir	ns who rest nation cont ed to resp sys a curre	spond to the collect ained in this form ond unless the for ntly valid OMB co	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of (Mont Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of ( (Instr. 3, 4, at 5)	(D)				
				Code V	(A)	(D) [	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock	(1)	12/14/2012		A	12.5212	(	08/08/1988 <u>(2)</u>	08/08/1988(2)	Common Stock	12

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FLEMING BRUCE F 469 NORTH HARRISON STREET PRINCETON, NJ 08543			Executive V.P., CMO					
Signatures								
/s/ Karen M. Sheehan, attorney-in-fact for Bruce F.								
Fleming			12/18/2012					
<u>**</u> Signature of Reporting Pers		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.
- (3) Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Deferred Compensation 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.