SHEARER ROBERT K

Form 4 July 02, 2009

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

1(b).

(Last)

Security

(Instr. 3)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

obligations may continue. See Instruction

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 *

(First)

SHEARER ROBERT K

PRINCETON, NJ 08543

2. Issuer Name and Ticker or Trading Symbol

CHURCH & DWIGHT CO INC

3. Date of Earliest Transaction

/DE/[CHD]

(Month/Day/Year) 469 NORTH HARRISON STREET 06/30/2009

(Middle)

(Zip)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(City) (State) 2. Transaction Date 2A. Deemed 1.Title of

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) (Instr. 4) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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

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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 3. Transaction Date 3A. Deemed 5. Number of TransactionDerivative Derivative Conversion (Month/Day/Year) Execution Date, if Securities Security or Exercise Code any

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) (Instr. 3, 4, and Security 5) Code V (A) (D) Date Exercisable Expiration Date Phantom Common 08/08/1988(2) 08/08/1988(2) (1) 06/30/2009 Α 239.3666 Stock Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHEARER ROBERT K
469 NORTH HARRISON STREET X
PRINCETON, NJ 08543

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for Robert K.
Shearer

07/02/2009

**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.
- (3) Holdings have been adjusted to reflect dividends paid to reporting person under the Deferred Compensation Plan for Directors.

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.

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