

CHURCH & DWIGHT CO INC /DE/
Form 4
November 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 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 *
CONISH MARK G

(Last) (First) (Middle)

PRINCETON SOUTH
CORPORATE PARK, 500
CHARLES EWING BOULEVARD

(Street)

EWING, NJ 08628

(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)
10/31/2016

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 Operations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)
Phantom Stock	(1)	10/31/2016		A	32.6618	08/08/1988(2) 08/08/1988(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONISH MARK G PRINCETON SOUTH CORPORATE PARK 500 CHARLES EWING BOULEVARD EWING, NJ 08628			Executive VP Global Operations	

Signatures

/s/ La Fleur Browne, attorney-in-fact for Mark G. Conish
 11/02/2016
 **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. "margin:0in 0in .0001pt;">

(1) No additional securities are to be registered. Registration fees were paid upon filing of the original Registration Statement No. 333-65712. Therefore, no further registration fee is required.

CURATIVE HEALTH SERVICES, INC.

**POST-EFFECTIVE AMENDMENT NO. 2 TO
REGISTRATION STATEMENT ON FORM S-8**

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Curative Health Services, Inc. s (the Company) Registration Statement on Form S-8 (File No. 33-65712) (the Registration Statement), which was filed with the Securities and Exchange Commission (the Commission), is being filed in accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering. The Company hereby removes from registration all of the securities previously registered under the Registration Statement that remain unsold as of the date hereof.

Item 8 Exhibits

Exhibit Number	Description
24.1	Power of Attorney

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nashua, State of New Hampshire, on this 7th day of June, 2006.

CURATIVE HEALTH SERVICES, INC.

/s/ John C. Prior
John C. Prior
Chief Financial Officer
(*principal financial and accounting officer*)

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on June 7, 2006.

Signature		Title
Paul F. McConnell	*	Chief Executive Officer and Director <i>(principal executive officer)</i>
/s/ John C. Prior John C. Prior		Chief Financial Officer, Chief Operating Officer and Director <i>(principal financial and accounting officer)</i>
Paul S. Auerbach, MD	*	Director
Daniel E. Berce	*	Director
Lawrence English	*	Director
Timothy I. Maudlin	*	Chairman of the Board
Gerard Moufflet	*	Director

*By /s/ John C. Prior

John C. Prior, pro se and as

attorney-in-fact

EXHIBIT INDEX

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