Siracusa Paul A Form 4 February 03, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 *

Siracusa Paul A

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

(Last) (First) (Middle)

(Month/Day/Year) 01/30/2009

469 NORTH HARRISON STREET

(Street)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Executive V.P., Global R&D

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

PRINCETON, NJ 08543

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Code V Amount (D) Price

(A)

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 6. Date Exercisable and Expiration 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Underlying Securities** Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3, 4,

Code V (A) (D) Date Exercisable Expiration Date Title

or Number of

Amoun

Phantom Stock

<u>(1)</u> 01/30/2009

A 12.9

and 5)

 $08/08/1988^{(2)} \quad 08/08/1988^{(2)}$

 $8^{(2)}$ Common Stock

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Siracusa Paul A

469 NORTH HARRISON STREET

PRINCETON, NJ 08543

Executive V.P., Global R&D

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for Paul A. Siracusa

02/03/2009

**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.

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.

Reporting Owners 2