

WHITNEY JOHN O
 Form 5
 February 14, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 WHITNEY JOHN O

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

469 NORTH HARRISON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PRINCETON, NJ 08543

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/29/2007	^	G	91	D	\$ 0	6,914	D	^
Common Stock	11/30/2007	^	G	1,090	D	\$ 0	5,824	D	^
Common Stock	12/04/2007	^	G	272	D	\$ 0	5,775	D	^
Common Stock	^	^	^	^	^	^	4,116	I	Marcia L. Whitney Credit

Shelter
Trust

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	Â ⁽¹⁾	08/08/1988	Common Stock	6,054.743
Stock Option	\$ 10	Â	Â	Â	Â	Â	05/07/2001	05/07/2008	Common Stock	6,000
Stock Option	\$ 12.6667	Â	Â	Â	Â	Â	05/11/2000	05/11/2010	Common Stock	3,000
Stock Option	\$ 13.8125	Â	Â	Â	Â	Â	05/06/2002	05/06/2009	Common Stock	6,000
Stock Option	\$ 16.5567	Â	Â	Â	Â	Â	05/10/2004	05/10/2011	Common Stock	7,500
Stock Option	\$ 20.8834	Â	Â	Â	Â	Â	05/08/2006	05/08/2013	Common Stock	7,500
Stock Option	\$ 22.9	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	7,500
Stock Option	\$ 31.0934	Â	Â	Â	Â	Â	05/06/2007	05/06/2014	Common Stock	7,500
Stock Option	\$ 34.29	Â	Â	Â	Â	Â	05/05/2008	05/05/2015	Common Stock	5,000
Stock Option	\$ 36.355	Â	Â	Â	Â	Â	05/04/2009	05/04/2016	Common Stock	5,000
Stock Option	\$ 51.55	Â	Â	Â	Â	Â	05/03/2010	05/03/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY JOHN O 469 NORTH HARRISON STREET PRINCETON, NJ 08543	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

Andrew C.
Forsell

02/14/2008

__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 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.

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