CHURCH & DWIGHT CO INC /DE/

Form 4

February 25, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DIXON ROSINA B

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

_X__ Director Officer (give title

10% Owner __ Other (specify

3. Date of Earliest Transaction (Month/Day/Year)

469 NORTH HARRISON STREET 02/21/2008

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

PRINCETON, NJ 08543

(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)	Pransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/21/2008		M	Amount 6,000	(D)	\$ 10	80,600	D		
Common Stock	02/21/2008		M	6,000	A	\$ 13.8125	86,600	D		
Common Stock	02/21/2008		S	6,900	D	\$ 53.22	79,700	D		
Common Stock	02/21/2008		S	1,500	D	\$ 53.24	78,200	D		
Common Stock	02/21/2008		S	1,800	D	\$ 53.25	76,400	D		

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Common Stock	02/21/2008	S	500	D	\$ 53.26	75,900	D
Common Stock	02/21/2008	S	100	D	\$ 53.27	75,800	D
Common Stock	02/21/2008	S	200	D	\$ 53.29	75,600	D
Common Stock	02/21/2008	S	400	D	\$ 53.31	75,200	D
Common Stock	02/21/2008	S	400	D	\$ 53.32	74,800	D
Common Stock	02/21/2008	S	200	D	\$ 53.35	74,600	D

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)

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. Transactic Code (Instr. 8)	5. Numonof Der Securi Acquir (A) or Dispos (D) (Instr. and 5)	ivative ties red sed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0						<u>(1)</u>	08/08/1988	Common Stock	23,604.4
Stock Option	\$ 12.6667						05/11/2000	05/11/2010	Common Stock	3,000
Stock Option	\$ 16.5567						05/10/2004	05/10/2011	Common Stock	7,500
Stock Option	\$ 20.8834						05/08/2006	05/08/2013	Common Stock	7,500
Stock Option	\$ 22.9						05/09/2005	05/09/2012	Common Stock	7,500
Stock Option	\$ 31.0934						05/06/2007	05/06/2014	Common Stock	7,500

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Stock Option	\$ 34.29				05/05/2008	05/05/2015	Common Stock	5,000
Stock Option	\$ 36.355				05/04/2009	05/04/2016	Common Stock	5,000
Stock Option	\$ 51.55				05/03/2010	05/03/2017	Common Stock	5,000
Stock Option	\$ 10	02/21/2008	M	6,000	05/07/2001	05/07/2008	Common Stock	6,000
Stock Option	\$ 13.8125	02/21/2008	M	6,000	05/06/2002	05/06/2009	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runner runners	Director	10% Owner	Officer	Other			
DIXON ROSINA B 469 NORTH HARRISON STREET PRINCETON, NJ 08543	X						

Signatures

Andrew C.
Forsell

**Signature of Reporting Person

O2/25/2008

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.

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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