

CHURCH & DWIGHT CO INC /DE/

Form 4

February 27, 2008

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONISH MARK G

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)
469 NORTH HARRISON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP Global Operations

PRINCETON, NJ 08543

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2008		M	1,300 A	\$ 22.3734	3,377.4726 D	
Common Stock	02/26/2008		S	1,300 D	\$ 54.4	2,077.4726 D	
Common Stock	02/27/2008		M	7,700 A	\$ 22.3734	9,777.4726 D	
Common Stock	02/27/2008		S	7,700 D	\$ 54.4	2,077.4726 D	
Common Stock					21,407.166	I	Prfit Shring/Saving Plan Trust

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	\$ 0 ⁽¹⁾	02/25/2008		A		1,136.7031		08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock
Stock Option	\$ 21.8567							06/16/2006	06/16/2013	Common Stock
Stock Option	\$ 29.5							06/14/2007	06/14/2014	Common Stock
Stock Option	\$ 35.02							06/19/2009	06/19/2016	Common Stock
Stock Option	\$ 35.29							06/20/2008	06/20/2015	Common Stock
Stock Option	\$ 48.8							06/18/2010	06/18/2017	Common Stock
Stock Option	\$ 22.3734	02/26/2008		M			1,300	06/17/2005	06/17/2012	Common Stock
Stock Option	\$ 22.3734	02/27/2008		M			7,700	06/17/2005	06/17/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONISH MARK G 469 NORTH HARRISON STREET PRINCETON, NJ 08543			Executive VP Global Operations	

Signatures

Andrew C.
Forsell

02/27/2008

__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 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.
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