

GOLDY SUSAN E
Form 4
November 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GOLDY SUSAN E

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)
09/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Gen. Counsel & Sec.

PRINCETON, NJ 08543

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/14/2011 | | M | A | \$ 20.325 | 22,616.5192 | D |
| Common Stock | 10/17/2011 | | M | A | \$ 20.325 | 25,574.5192 | D |
| Common Stock | 10/17/2011 | | M | A | \$ 17.51 | 41,174.5192 | D |
| Common Stock | 10/14/2011 | | S | D | \$ 45 | 34,132.5192 | D |
| Common Stock | 10/17/2011 | | S | D | \$ 45 | 15,574.5192 | D |

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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. 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 | (1) | 09/30/2011 | | A | 15.4836 | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | | | Common Stock |
| Phantom Stock | (1) | 10/14/2011 | | A | 14.4672 | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | | | Common Stock |
| Phantom Stock | (1) | 10/31/2011 | | A | 11.618 | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | | | Common Stock |
| Stock Option | \$ 20.325 | 10/14/2011 | | M | | 7,042 | | 11/01/2009 | 11/01/2016 | Common Stock |
| Stock Option | \$ 20.325 | 10/17/2011 | | M | | 2,958 | | 11/01/2009 | 11/01/2016 | Common Stock |
| Stock Option | \$ 17.51 | 10/17/2011 | | M | | 15,600 | | 06/19/2009 | 06/19/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDY SUSAN E 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | | | Exec. VP, Gen. Counsel & Sec. | |

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for Susan E. Goldy

11/02/2011

__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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