CHURCH & DWIGHT CO INC /DE/

Form 4

December 16, 2014

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

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

Expires:

OMB APPROVAL

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Form 4 or Form 5 obligations may continue.

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(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

Craigie James

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC /DE/[CHD]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

Issuer

below)

(Middle)

(Month/Day/Year) 12/15/2014

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

PRINCETON SOUTH CORPORATE PARK, 500

CHARLES EWING BOULEVARD (Street)

(First)

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

EWING, NJ 08628

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(Instr. 4)

Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

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1. Title of	۷.	5. Transaction Date	SA. Deemed	4.	3. Number of	o. Date Exercisad	ie and Expiration	7. Title and	AIIIO
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Phantom	<u>(1)</u>	12/15/2014		A	24.6938	08/08/1988(2)	08/08/1988(2)	Common	24

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Craigie James PRINCETON SOUTH CORPORATE PARK 500 CHARLES EWING BOULEVARD EWING, NJ 08628	X		Chairman and CEO		

Signatures

Stock

/s/ Patrick D. de Maynadier, attorney-in-fact for James 12/16/2014 Craigie

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).
- The phantom stock shares convert to common stock on a 1-for-1 basis.

**Signature of Reporting Person

The phantom stock shares were acquired under the Church & Dwight Co., Inc. Deferred Compensation Plan and are to be settled in cash **(2)** at such time as prescribed by the Plan.

Date

Holdings have been adjusted to reflect dividends paid to the reporting person under the Church & Dwight Co., Inc. Deferred

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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