FARRELL MATTHEW

Form 4 March 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

FARRELL MATTHEW

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2007

469 NORTH HARRISON STREET

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) Vice President Finance and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

PRINCETON, NJ 08543

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year) 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

4. Securities (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

37,558.8196

(1)

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 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. Transactio Code (Instr. 8)	5. Number of or 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 A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock	\$ 0 (2)	02/28/2007		A	2,296.7846	08/08/1988(3)	08/08/1988(3)	Common Stock
Stock Option	\$ 38.275					09/19/2009	09/19/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FARRELL MATTHEW 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Vice President Finance and CFO

Signatures

Andrew C.
Forsell

**Signature of Date

_Signature of Reporting Person

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) Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Dividend Reinvestment Plan.
- (2) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (3) 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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