

Craigie James
Form 4
June 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
Craigie James

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)
06/11/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/11/2012		M		117,587	A	\$ 14.905
							158,920.2031
Common Stock	06/11/2012		S		117,587	D	\$ 53.6851
							41,333.2031
							(1) (2)
Common Stock	06/12/2012		M		6,483	A	\$ 14.905
							47,816.2031
Common Stock	06/12/2012		M		11,004	A	\$ 17.51
							58,820.2031
Common Stock	06/12/2012		M		114,926	A	\$ 17.645
							173,746.2031

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Common Stock	06/12/2012		S	132,413	D	\$ 53.4591 <u>(2)</u> <u>(3)</u>	41,333.2031 <u>(4)</u> <u>(5)</u>	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 14.905	06/11/2012		M	117,587	06/21/2005 ⁽⁶⁾ 06/21/2014	Common Stock	117,587	
Stock Option	\$ 14.905	06/12/2012		M	6,483	06/21/2005 ⁽⁶⁾ 06/21/2014	Common Stock	6,483	
Stock Option	\$ 17.51	06/12/2012		M	11,004	06/19/2009 06/19/2016	Common Stock	11,004	
Stock Option	\$ 17.645	06/12/2012		M	114,926	06/20/2008 06/20/2015	Common Stock	114,926	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Craigie James 469 NORTH HARRISON STREET PRINCETON, NJ 08543	X		Chairman and CEO	

Signatures

/s/ Andrew C. Forsell, attorney-in-fact for James R. Craigie

06/13/2012

**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 price in Column 4 is a weighted average price. The prices actually received from this transaction range from \$53.54 to \$53.88.
- (2) The reporting person has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range reported above.
- (3) The prices in Column 4 are weighted average prices. The prices actually received from these transactions range from \$53.30 to \$53.70.
- (4) Holdings have been adjusted to reflect dividends paid to reporting person under Church & Dwight Co., Inc.'s Dividend Reinvestment Plan.
- (5) Holdings have been adjusted to reflect shares purchased in the Church & Dwight Co., Inc. Employee Stock Purchase Plan.
- (6) The options became exercisable in three equal installments beginning on June 21, 2005.

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.