

CHURCH & DWIGHT CO INC /DE/
Form 4
February 23, 2015

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 *
FLEMING BRUCE F

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)
PRINCETON SOUTH CORPORATE PARK, 500 CHARLES EWING BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P., CMO

EWING, NJ 08628

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/20/2015		M		8,160 A \$ 40.44	20,762.0279	D
Common Stock	02/20/2015		S		8,160 D \$ 84.1761	12,602.0279	D
Common Stock	02/19/2015		M		27,400 A \$ 33.33	40,002.0279	D
Common Stock	02/19/2015		S		27,400 D \$ 84.275	12,602.0279	D

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Common Stock	02/19/2015	M	15,040	A	\$ 40.44	27,642.0279	D
Common Stock	02/19/2015	S	15,040	D	\$ 84.275 <u>(2) (3)</u>	12,602.0279	D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 40.44	02/20/2015		M	8,160	06/20/2014 06/20/2021	Common Stock	8,160
Stock Option	\$ 33.33	02/19/2015		M	27,400	06/21/2013 06/21/2020	Common Stock	27,400
Stock Option	\$ 40.44	02/19/2015		M	15,040	06/20/2014 06/20/2021	Common Stock	15,040

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLEMING BRUCE F
PRINCETON SOUTH CORPORATE PARK
500 CHARLES EWING BOULEVARD
EWING, NJ 08628

Executive V.P., CMO

Signatures

/s/ La Fleur Browne, attorney-in-fact for Bruce F. Fleming

02/23/2015

__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 paid in this transaction range from \$84.06 to \$84.33.

(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 sold at each price within the range reported above.

(3) The price in Column 4 is a weighted average price. The prices actually paid in this transaction range from \$84.25 to \$84.52.

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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