CHURCH & DWIGHT CO INC /DE/

Form 5

February 13, 2017

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CONISH MARK G Symbol CHURCH & DWIGHT CO INC (Check all applicable) /DE/ [CHD] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Other (specify X _ Officer (give title (Month/Day/Year) below) below) 12/31/2016 **Executive VP Global Operations** PRINCETON SOUTH CORPORATE PARK, Â 500 CHARLES EWING BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) EWING, NJÂ 08628 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (Zip) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Disposed of (D) Beneficially Form: Beneficial Code Direct (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Ownership of Issuer's or Indirect (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) Amount (D) Price Common 10,341.2644 Â Â Â Â Â Â D Stock (1) Prfit 100,580.062 Common Â Â Â Â Shring/saving (2) Stock Plan Trust

Reminder: Report on a separate line for each class of

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exercisab	le and Expiration	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Date		Underlying S	Securitie
Security	or Exercise		any	Code	of	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
						Date Exercisable	Expiration Date	Title	Amou Numb
					(A) (D)				Shares
Phantom Stock	Â	Â	Â	Â	Â	08/08/1988(4)	08/08/1988(4)	Common Stock	80,6

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CONISH MARK G PRINCETON SOUTH CORPORATE PARK 500 CHARLES EWING BOULEVARD EWING, NJ 08628	Â	Â	Executive VP Global Operations	Â		

Signatures

/s/ La Fleur Browne, attorney-in-fact for Mark G.
Conish
02/13/2017

**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) Holdings have been adjusted to reflect dividends paid to reporting person under Church & Dwight Co., Inc.'s Dividend Reinvestment
- (2) Holdings have been adjusted to reflect shares added to reporting person's Savings and Profit Sharing account.
- (3) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (4) 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.
- (5) Holdings have been adjusted to reflect dividends paid to the reporting person under the Church & Dwight Co., Inc. Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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