

FARRELL MATTHEW
Form 4
June 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FARRELL MATTHEW

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2018

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

PRINCETON SOUTH CORPORATE PARK, 500 CHARLES EWING BOULEVARD

(Street)

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

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 (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 Ownership (Instr. 4)
			(A) or (D)	Code V	Amount	Price	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4)
Phantom Stock	(1)	05/31/2018		A	45.7048	08/08/1988(2) 08/08/1988(2)	Common Stock 45

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRELL MATTHEW PRINCETON SOUTH CORPORATE PARK 500 CHARLES EWING BOULEVARD EWING, NJ 08628	X		President and CEO	

Signatures

/s/ La Fleur Browne, attorney-in-fact for Matthew T. Farrell 06/01/2018

**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 phantom stock shares convert to common stock on a 1-for-1 basis.
- (2) 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. eage

----- (2) Check The
 Appropriate Box If A Member Of A Group (a) (b) X
 ----- (3) SEC Use Only
 ----- (4) Citizenship or
 Place of Organization United States
 ----- Please see Attachment
 A and Footnote 1 Number Of Shares (5) Sole Voting Power 5,454 Beneficially Owned By Each Reporting
 ----- Person With (6) Shared Voting Power 1,567,929 Please see
 Attachment A and Footnote 2 ----- (7) Sole Dispositive Power 5,454
 ----- (8) Shared Dispositive Power 1,567,929 Please see Attachment A
 and Footnote 2 ----- (9)
 Aggregate Amount Beneficially Owned By Each Reporting Person 1,573,383 Please see Attachment A and Footnote
 2 ----- (10) Check If The

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Aggregate Amount In Row (11) Excludes Certain Shares*

----- (11) Percent Of Class
Represented By Amount In Row (11) 7.29% Please see Attachment A and Footnote 2

----- (12) Type Of
Reporting Person IN -----

*SEE INSTRUCTION BEFORE FILLING OUT! Footnote 2: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Mr. Deleage holds Stock Options for 5,454 shares of Common Stock. Please see Attachment A. CUSIP No. 98389F309 Page 7 of 14 Pages

----- (1) Names of
Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons Garrett Gruener

----- (2) Check The
Appropriate Box If A Member Of A Group (a) (b) X

----- (3) SEC Use Only
----- (4) Citizenship or

Place of Organization United States
----- Please see Attachment

A and Footnote 1 Number Of Shares (5) Sole Voting Power -0- Beneficially Owned By Each Reporting
----- Person With (6) Shared Voting Power 1,567,929 Please see

Attachment A and Footnote 1 ----- (7) Sole Dispositive Power -0-
----- (8) Shared Dispositive Power 1,567,929 Please see Attachment A

and Footnote 1 ----- (9)
Aggregate Amount Beneficially Owned By Each Reporting Person 1,567,929 Please see Attachment A and Footnote

1 ----- (10) Check If The
Aggregate Amount In Row (11) Excludes Certain Shares*

----- (11) Percent Of Class
Represented By Amount In Row (11) 7.27% Please see Attachment A and Footnote 1

----- (12) Type Of
Reporting Person IN -----

*SEE INSTRUCTION BEFORE FILLING OUT! Footnote 1 Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Please see Attachment A. CUSIP No. 98389F309 Page 8 of 14 Pages

----- (1) Names of
Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons Guy Nohra

----- (2) Check The
Appropriate Box If A Member Of A Group (a) (b) X

----- (3) SEC Use Only
----- (4) Citizenship or

Place of Organization United States
----- Please see Attachment

A and Footnote 3 Number Of Shares (5) Sole Voting Power -0- Beneficially Owned By Each Reporting
----- Person With (6) Shared Voting Power 1,533,462 Please see

Attachment A and Footnote 3 ----- (7) Sole Dispositive Power -0-
----- (8) Shared Dispositive Power 1,533,462 Please see Attachment A

and Footnote 3 ----- (9)
Aggregate Amount Beneficially Owned By Each Reporting Person 1,533,462 Please see Attachment A and Footnote

3 ----- (10) Check If The

Explanation of Responses:

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Aggregate Amount In Row (11) Excludes Certain Shares*

----- (11) Percent Of Class
 Represented By Amount In Row (11) 7.11% Please see Attachment A and Footnote 3

----- (12) Type Of
 Reporting Person IN -----

*SEE INSTRUCTION BEFORE FILLING OUT! Footnote 3: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P. Please see Attachment A. Item 1. (a) Name of Issuer: Xcyte Therapies, Inc. ("Issuer") (b) Address of Issuer's Principal Executive Offices: 1124 Columbia Street, Suite 130 Seattle, WA 98104 Item 2. (a) Name of Person Filing: Alta Partners ("AP") Alta California Partners, L.P. ("ACP") Alta California Management Partners, L.P. ("ACMP") Alta Embarcadero Partners, LLC ("AEP") Jean Deleage ("JD") Garrett Gruener ("GG") Guy Nohra ("GN") (b) Address of Principal Business Office: One Embarcadero Center, Suite 4050 San Francisco, CA 94111 (c) Citizenship/Place of Organization: Entities: AP California ACP Delaware ACMP Delaware AEP California Individuals: JD United States GG United States GN United States (d) Title of Class of Securities: Common Stock (e) CUSIP Number: 98389F309 Item 3. Not applicable. Item 4 Ownership. Please see Attachment A ----- AP ACP ACMP AEP -----

----- (a) Beneficial 1,567,929 1,567,929 1,567,929 1,567,929
 Ownership ----- (b) Percentage of 7.27% 7.27% 7.27%
 7.27% Class ----- (c) Sole Voting Power -0- -0- -0- -0- -----
 Shared Voting 1,567,929 1,567,929 1,567,929 1,567,929
 Power ----- Sole Dispositive -0- -0- -0- -0- Power -----
 Shared 1,567,929 1,567,929 1,567,929 1,567,929 Dispositive
 Power ----- JD GG GN -----

----- (a) Beneficial 1,573,383 1,567,929 1,533,462 Ownership -----
 ----- (b) Percentage of 7.29% 7.27% 7.11% Class -----
 ----- (c) Sole Voting Power 5,454 -0- -0- -----
 Shared Voting 1,567,929 1,567,929 1,533,462 Power -----
 Sole Dispositive 5,454 -0- -0- Power ----- Shared
 1,567,929 1,567,929 1,533,462 Dispositive Power ----- Item

5. Ownership of Five Percent or Less of a Class Not Applicable. Item 6. Ownership of More than Five Percent on Behalf of Another Person Not applicable. Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. Not applicable. Item 8. Identification and Classification of Members of the Group No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act. Item 9. Notice of Dissolution of Group Not applicable. Item 10. Certification By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. EXHIBITS A: Joint Filing Statement Signature After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: February 4, 2005 ALTA PARTNERS ALTA CALIFORNIA PARTNERS, L.P. By: Alta California Management Partners, L.P. By: /s/ Jean Deleage By: /s/ Jean Deleage . ----- Jean Deleage, President Jean Deleage, General Partner ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P. ALTA EMBARCADERO PARTNERS, LLC By: /s/ Jean Deleage By: /s/ Jean Deleage -----
 ----- Jean Deleage, General Partner Jean Deleage, Member /s/ Jean Deleage /s/
 Guy Nohra ----- Jean Deleage Guy Nohra /s/
 Garrett Gruener ----- Garrett Gruener EXHIBIT A AGREEMENT OF JOINT
 FILING Date: February 4, 2005 Signature After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. ALTA PARTNERS ALTA CALIFORNIA PARTNERS, L.P. By: Alta California Management Partners, L.P. By: /s/ Jean Deleage By: /s/ Jean Deleage . ----- Jean Deleage, President Jean

Explanation of Responses:

Deleage, General Partner ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P. ALTA EMBARCADERO PARTNERS, LLC By: /s/ Jean Deleage By: /s/ Jean Deleage -----
----- Jean Deleage, General Partner Jean Deleage, Member /s/ Jean Deleage /s/ Guy Nohra -----
----- Jean Deleage Guy Nohra /s/ Garrett Gruener -----
Garrett Gruener Attachment A Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. Alta California Partners, L.P. beneficially owns 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock). Alta Embarcadero Partners, LLC beneficially owns 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock). The respective general partners and members of Alta California Partners, L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds. Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.) and members of Alta Embarcadero Partners, LLC. As general partners and members of such entities, they may be deemed to share voting and investment powers over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein. Mr. Jean Deleage, Director, is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. He holds Stock Options for 5,454 shares of Common Stock granted 11/15/1996 which were fully vested on 11/15/2001 and will expire on 11/15/2006. Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. Alta Partners is a venture capital firm with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, and Alta Embarcadero Partners, LLC is a California Limited Liability Company.