#### DIXON ROSINA B

Form 4 March 23, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* DIXON ROSINA B

(First)

(Ctata)

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC /DE/[CHD]

3. Date of Earliest Transaction

(Month/Day/Year)

**469 NORTH HARRISON STREET** 03/21/2006 (Street)

(Middle)

(7:-

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title below)

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

(City)	(State)	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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	03/21/2006		M	6,000	A	\$ 8.2917	75,679	D		
Common Stock	03/21/2006		S	5,900	D	\$ 36.85	69,779	D		
Common Stock	03/21/2006		S	100	D	\$ 36.86	69,679	D		
Common Stock	03/22/2006		M	3,000	A	\$ 6.7084	72,679	D		

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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0						<u>(1)</u>	08/08/1988	Common Stock	22,959.89
Stock Option	\$ 10						05/07/2001	05/07/2008	Common Stock	6,000
Stock Option	\$ 12.6667						05/11/2000	05/11/2010	Common Stock	3,000
Stock Option	\$ 13.8125						05/06/2002	05/06/2009	Common Stock	6,000
Stock Option	\$ 16.5567						05/10/2004	05/10/2011	Common Stock	7,500
Stock Option	\$ 20.8834						05/08/2006	05/08/2013	Common Stock	7,500
Stock Option	\$ 22.9						05/09/2005	05/09/2012	Common Stock	7,500
Stock Option	\$ 31.0934						05/06/2007	05/06/2014	Common Stock	7,500
Stock Option	\$ 34.29						05/05/2008	05/05/2015	Common Stock	5,000
Stock Option	\$ 8.2917	03/21/2006		M		6,000	05/08/2000	05/08/2007	Common Stock	6,000
Stock Option	\$ 6.7084	03/22/2006		M		3,000	05/09/1999	05/09/2006	Common Stock	3,000

## **Reporting Owners**

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

DIXON ROSINA B
469 NORTH HARRISON STREET X
PRINCETON, NJ 08543

## **Signatures**

Andrew C. 03/23/2006

\*\*Signature of Date
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) 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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