CHURCH & DWIGHT CO INC /DE/

Form 4 April 04, 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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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Ctata)

(7:-

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DIXON ROSINA B Issuer Symbol CHURCH & DWIGHT CO INC (Check all applicable) /DE/[CHD] X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 469 NORTH HARRISON STREET 03/31/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PRINCETON, NJ 08543 Person

(City)	(State) (Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Month/Day/Tear)	any	Code			` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	,	,
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/31/2006		A	268	A	\$ 36.92	72,947	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	23,045.8959
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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Offi

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

Signatures

Andrew C. 04/04/2006 Forsell

**Signature of Date
Reporting Person

Reporting Owners 2

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).
- (2) End of period holdings have been adjusted to reflect dividends paid to reporting person under the Deferred Compensation Plan for Directors.
- (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.