

CHURCH & DWIGHT CO INC /DE/  
 Form 4  
 February 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CONISH MARK G**

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)  
**469 NORTH HARRISON STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President Operations**

**PRINCETON, NJ 08543**

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	1,716.3337	D	
Common Stock				(A) or (D)	20,630.7175 <u>(1)</u>	I	Prfit Shring/Saving Plan Trust

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.**

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**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 Underlying Security (Instr. 3 and 4)
Phantom Stock	\$ 0 <sup>(2)</sup>	02/16/2006		A	1,304.5838	08/08/1988 <sup>(3)</sup> 08/08/1988 <sup>(3)</sup>	Common Stock
Stock Option	\$ 9.0834					01/26/2001 01/26/2008	Common Stock
Stock Option	\$ 11.4167					02/24/2003 02/24/2010	Common Stock
Stock Option	\$ 13.8334					05/06/2002 05/06/2009	Common Stock
Stock Option	\$ 16.2034					04/30/2004 04/30/2011	Common Stock
Stock Option	\$ 21.8567					06/16/2006 06/16/2013	Common Stock
Stock Option	\$ 22.3734					06/17/2005 06/17/2012	Common Stock
Stock Option	\$ 29.5					06/14/2007 06/14/2014	Common Stock
Stock Option	\$ 35.29					06/20/2008 06/20/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONISH MARK G 469 NORTH HARRISON STREET PRINCETON, NJ 08543			Vice President Operations	

## Signatures

Andrew C.  
Forsell 02/16/2006

\*\*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).
- (2) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (3) 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.
- (1) Includes 418.68 shares of Church & Dwight Co., Inc. common stock acquired by the reporting person in 2005 under the Church & Dwight Co., Inc. Savings and Profit Sharing Plan.

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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