CHURCH & DWIGHT CO INC /DE/

Form 4 March 08, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CUGINE STEVEN P** Issuer Symbol CHURCH & DWIGHT CO INC (Check all applicable) /DE/[CHD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) **469 NORTH HARRISON STREET** 03/06/2006 Vice President, Household Div. (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

PRINCETON, NJ 08543

(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. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	spose	d of (D)	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	03/06/2006		A	301	A	\$ 34.98	3,846	D				
Common Stock							4,609.609	I	Prof. Sharing/Svngs Plan Trust			

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

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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)	xecution Date, if TransactionNumber Expiration Date ny Code of (Month/Day/Year)		te	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	7,854.3553
Stock Option	\$ 11.4167					02/24/2003	02/24/2010	Common Stock	35,850
Stock Option	\$ 16.2034					04/30/2004	04/30/2011	Common Stock	31,050
Stock Option	\$ 18.5417					12/31/2001	12/06/2009	Common Stock	23,700
Stock Option	\$ 21.8567					06/16/2006	06/16/2013	Common Stock	21,450
Stock Option	\$ 22.3734					06/17/2005	06/17/2012	Common Stock	16,800
Stock Option	\$ 29.5					06/14/2007	06/14/2014	Common Stock	15,300
Stock Option	\$ 35.29					06/20/2008	06/20/2015	Common Stock	14,800

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CUGINE STEVEN P 469 NORTH HARRISON STREET PRINCETON, NJ 08543

Vice President, Household Div.

Signatures

Andrew C. Forsell 03/08/2006

**Signature of Date
Reporting Person

Reporting Owners 2

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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.