

CHURCH & DWIGHT CO INC /DE/
Form 4
May 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
ZVI EIREF

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)
05/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Finance CFO

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)
			Code	V Amount (D) Price			
Common Stock	05/16/2006		M	12,250 A \$ 7.2084	330,386.293	D	
Common Stock	05/16/2006		M	15,720 A \$ 9.0834	346,106.293	D	
Common Stock	05/16/2006		S	27,970 D \$ 37.0052	318,136.293	D	
Common Stock					17,052.335	I	Prfit Shring/Saving Plan Trust

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

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(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. 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0					(1) 08/08/1988		Common Stock	32,794.2
Stock Option	\$ 11.4167					02/24/2003 02/24/2010		Common Stock	37,500
Stock Option	\$ 13.8334					05/06/2002 05/06/2009		Common Stock	29,700
Stock Option	\$ 16.2034					04/30/2004 04/30/2011		Common Stock	28,950
Stock Option	\$ 21.8567					06/16/2006 06/16/2013		Common Stock	34,950
Stock Option	\$ 22.3734					06/17/2005 06/17/2012		Common Stock	38,925
Stock Option	\$ 29.5					06/14/2007 06/14/2014		Common Stock	27,000
Stock Option	\$ 35.29					06/20/2008 06/20/2015		Common Stock	24,600
Stock Option	\$ 7.2084	05/16/2006		M	12,250	11/01/1999 11/01/2006		Common Stock	12,250
Stock Option	\$ 9.0834	05/16/2006		M	15,720	01/26/2001 01/26/2008		Common Stock	15,720

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZVI EIREF			Vice President Finance CFO	

469 NORTH HARRISON STREET
PRINCETON, NJ 08543

Signatures

Andrew C.
Forsell

05/17/2006

**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).
- (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.