

CHURCH & DWIGHT CO INC /DE/
Form 4
August 21, 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 *
MINTON DWIGHT C

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)
08/18/2006

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

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)	90,738.855	D	
Common Stock	08/18/2006		S	5,996 D	\$ 37.309 (1) 26,000	I	By Trust-DCM
Common Stock	08/18/2006		S	6,000 D	\$ 37.3319 (2) 20,000	I	By Trust-DCM
Common Stock	08/18/2006		S	11,992 D	\$ 37.309 (1) 93,996	I	By Trust-Siblings
Common Stock	08/18/2006		S	12,000 D	\$ 37.3319 81,996	I	By Trust-Siblings

(2)

Common Stock 40,000 I By Wife

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					(3)	08/08/1988	Common Stock	6,141.6539
Stock Option	\$ 20.8834					05/08/2006	05/08/2013	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	\$ 36.355					05/04/2009	05/04/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINTON DWIGHT C 469 NORTH HARRISON STREET PRINCETON, NJ 08543	X			

Signatures

Andrew C.
Forsell

08/21/2006

 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).
 - 37.3319 reflects the average sale price of shares sold from the DCM and Siblings trusts, which relate to six separate transactions conducted on August 18, 2006. The detail for such transactions is as follows, with the number of shares sold preceeding the sale price: 9500 at 37.32; 1100 at 37.33; 3500 at 37.34; 2900 at 37.35; 700 at 37.36; 300 at 37.38.
 - 37.309 reflects the average sale price of shares sold from the DCM and Siblings trusts, which relate to five separate transactions conducted on August 18, 2006. The detail for such transactions is as follows, with the number of shares sold preceeding the sale price: 7088 at 37.30; 9200 at 37.31; 200 at 37.32; 500 at 37.33; 1000 at 37.35.
 - (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.

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.