

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**  
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### ISSUER

#### **CHURCH & DWIGHT CO INC /DE/**

CIK: **313927** | IRS No.: **134996950** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

Mailing Address

*469 N HARRISON STREET  
PRINCETON NJ 08543-5297*

Business Address

*469 N HARRISON ST  
PRINCETON NJ 08543-5297  
6096835900*

### REPORTING OWNER

#### **WHITNEY JOHN O**

CIK: **1021593**  
Type: **4** | Act: **34** | File No.: **001-10585** | Film No.: **06815443**

Mailing Address

*CHURCH & DWIGHT CO., INC. 609-279-7501  
469 NORTH HARRISON  
STREET  
PRINCETON NJ 08543*

Business Address

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>WHITNEY JOHN O</b>			2. Issuer Name and Ticker or Trading Symbol <b>CHURCH &amp; DWIGHT CO INC /DE/ [CHD]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/05/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
469 NORTH HARRISON STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>PRINCETON, NJ 08543</b>								
(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	(A) or (D)	Price			
Common Stock								5,220	D	
Common Stock								9,616	I	Marcia L. Whitney Credit Shelter Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	\$ 0							(1)	08/08/1988	Common Stock	5,879.5767	5,879.5767	D	
Stock Option	\$8.2917							05/08/2000	05/08/2007	Common Stock	1,940	1,940	D	
Stock Option	\$10							05/07/2001	05/07/2008	Common Stock	6,000	6,000	D	
Stock Option	\$12.6667							05/11/2000	05/11/2010	Common Stock	3,000	3,000	D	

Stock Option	\$13.8125						05/06/2002	05/06/2009	Common Stock	6,000		6,000	D	
Stock Option	\$16.5567						05/10/2004	05/10/2011	Common Stock	7,500		7,500	D	
Stock Option	\$20.8834						05/08/2006	05/08/2013	Common Stock	7,500		7,500	D	
Stock Option	\$22.9						05/09/2005	05/09/2012	Common Stock	7,500		7,500	D	
Stock Option	\$31.0934						05/06/2007	05/06/2014	Common Stock	7,500		7,500	D	
Stock Option	\$34.29						05/05/2008	05/05/2015	Common Stock	5,000		5,000	D	
Stock Option	\$36.355	05/05/2006		<u>A</u>		5,000	05/04/2009	05/04/2016	Common Stock	5,000	\$ 0	5,000	D	

**Explanation of Responses:**

- 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.

**Signatures**

Andrew C. Forsell

\*\* Signature of Reporting Person

05/08/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**