

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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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 *
 SIPIA JOSEPH A JR

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)
 03/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President, President & CO

PRINCETON, NJ 08543
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | Code | V Amount | (D) Price | | |
| Common Stock | 03/06/2006 | | A | 463 | A \$ 34.98 | 6,566.2847 (1) | D |
| Common Stock | | | | | | 685.379 (2) | 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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SEC 1474 (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 | 4,720.1521 |
| Stock Option | \$ 19.5934 | | | | | 02/01/2002 | 02/01/2012 | Common Stock | 37,500 |
| Stock Option | \$ 21.8567 | | | | | 06/16/2006 | 06/16/2013 | Common Stock | 24,750 |
| Stock Option | \$ 22.3734 | | | | | 06/17/2005 | 06/17/2012 | Common Stock | 35,250 |
| Stock Option | \$ 29.5 | | | | | 06/14/2007 | 06/14/2014 | Common Stock | 19,050 |
| Stock Option | \$ 35.29 | | | | | 06/20/2008 | 06/20/2015 | Common Stock | 16,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIPIA JOSEPH A JR 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | | | Vice President, President & CO | |

Signatures

Andrew C. Forsell
03/08/2006
Date

**Signature of Reporting Person

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)

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Includes 150.796 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.

- (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 shares acquired in the Employee Stock Purchase Plan during 2005.

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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