

CHURCH & DWIGHT CO INC /DE/
Form 4
December 04, 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)
11/30/2006

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 6,698.0655 (1) (2) | D | |
| Common Stock | | | | | 685.379 | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock | \$ 0 ⁽³⁾ | 11/30/2006 | | I ⁽⁴⁾ | 1,908.8523 | 08/08/1988 ⁽⁵⁾ | 08/08/1988 ⁽⁵⁾ | Common Stock |
| Stock Option | \$ 19.5934 | | | | | 02/01/2002 | 02/01/2012 | Common Stock |
| Stock Option | \$ 21.8567 | | | | | 06/16/2006 | 06/16/2013 | Common Stock |
| Stock Option | \$ 22.3734 | | | | | 06/17/2005 | 06/17/2012 | Common Stock |
| Stock Option | \$ 29.5 | | | | | 06/14/2007 | 06/14/2014 | Common Stock |
| Stock Option | \$ 35.02 | | | | | 06/19/2009 | 06/19/2016 | Common Stock |
| Stock Option | \$ 35.29 | | | | | 06/20/2008 | 06/20/2015 | Common Stock |

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

12/04/2006

**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) Holdings have been adjusted to reflect shares purchased in the Church & Dwight Co., Inc. Employee Stock Purchase Plan.

(2)

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Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Dividend Reinvestment Plan.

- (3) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (4) Intraplan transfer by the reporting person of phantom shares held in the Church & Dwight Co., Inc. Deferred Compensation Plan
- (6) Holdings have been adjusted to reflect dividends paid to reporting person under the Church & Dwight Co., Inc. Deferred Compensation Plan.
- (5) 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.

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