

HALKER GARY P

Form 4

January 03, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALKER GARY P

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2005

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

Vice President Finance and Tre

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PRINCETON, NJ 08543

(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) | 16,039.3565 | D | |
| Common Stock | | | | (A) or (D) | 750 | I | By Daughter Emily |
| Common Stock | | | | (A) or (D) | 1,950 | I | By Daughter Lindsay Rose |
| Common Stock | | | | (A) or (D) | 269.574 | 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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|--|---------------------------|-----------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Phantom Stock | \$ 0 ⁽¹⁾ | 12/30/2005 | | A | | 18.2815 | | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | Common Stock | 18 |
| Stock Option | \$ 9.0834 | | | | | | | 01/26/2001 | 01/26/2008 | Common Stock | 5 |
| Stock Option | \$ 21.8567 | | | | | | | 06/16/2006 | 06/16/2013 | Common Stock | 6 |
| Stock Option | \$ 22.3734 | | | | | | | 06/17/2005 | 06/17/2012 | Common Stock | 5 |
| Stock Option | \$ 29.5 | | | | | | | 06/14/2007 | 06/14/2014 | Common Stock | 6 |
| Stock Option | \$ 35.29 | | | | | | | 06/20/2008 | 06/20/2015 | Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| HALKER GARY P 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | Vice President Finance and Tre |

Signatures

Andrew C.
Forsell 01/03/2006

**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 convert to common stock on a 1-for-1 basis.
- (2) 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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