

DIXON ROSINA B
Form 4
March 23, 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 *
DIXON ROSINA B

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)

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

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

469 NORTH HARRISON STREET

03/21/2006

(Street)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/21/2006		M	A	6,000	\$ 8.2917	75,679 D
Common Stock	03/21/2006		S	D	5,900	\$ 36.85	69,779 D
Common Stock	03/21/2006		S	D	100	\$ 36.86	69,679 D
Common Stock	03/22/2006		M	A	3,000	\$ 6.7084	72,679 D

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 (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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Phantom Stock	\$ 0								(1)	08/08/1988	Common Stock	22,959.8
Stock Option	\$ 10								05/07/2001	05/07/2008	Common Stock	6,000
Stock Option	\$ 12.6667								05/11/2000	05/11/2010	Common Stock	3,000
Stock Option	\$ 13.8125								05/06/2002	05/06/2009	Common Stock	6,000
Stock Option	\$ 16.5567								05/10/2004	05/10/2011	Common Stock	7,500
Stock Option	\$ 20.8834								05/08/2006	05/08/2013	Common Stock	7,500
Stock Option	\$ 22.9								05/09/2005	05/09/2012	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	\$ 8.2917	03/21/2006		M		6,000			05/08/2000	05/08/2007	Common Stock	6,000
Stock Option	\$ 6.7084	03/22/2006		M		3,000			05/09/1999	05/09/2006	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

DIXON ROSINA B
469 NORTH HARRISON STREET X
PRINCETON, NJ 08543

Signatures

Andrew C. 03/23/2006
Forsell

__Signature of Date
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).
- (1) 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.