

CHURCH & DWIGHT CO INC /DE/
Form 4
August 18, 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 *
ZVI EIREF

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)
08/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Finance CFO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/16/2006		M		5,600 A \$ 9.0834	323,736.293	D
Common Stock	08/16/2006		S		500 D \$ 37.85	323,236.293	D
Common Stock	08/16/2006		S		1,200 D \$ 37.88	322,036.293	D
Common Stock	08/16/2006		S		300 D \$ 37.89	321,736.293	D
Common Stock	08/16/2006		S		900 D \$ 37.9	320,836.293	D

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Common Stock	08/16/2006	S	200	D	\$ 37.92	320,636.293	D	
Common Stock	08/16/2006	S	800	D	\$ 37.93	319,836.293	D	
Common Stock	08/16/2006	S	1,700	D	\$ 37.94	318,136.293	D	
Common Stock	08/17/2006	M	15,360	A	\$ 9.0834	333,496.293	D	
Common Stock	08/17/2006	S	8,160	D	\$ 37.6	325,336.293	D	
Common Stock	08/17/2006	S	700	D	\$ 37.61	324,636.293	D	
Common Stock	08/17/2006	S	500	D	\$ 37.62	324,136.293	D	
Common Stock	08/17/2006	S	100	D	\$ 37.63	324,036.293	D	
Common Stock	08/17/2006	S	700	D	\$ 37.64	323,336.293	D	
Common Stock	08/17/2006	S	3,300	D	\$ 37.65	320,036.293	D	
Common Stock	08/17/2006	S	200	D	\$ 37.66	319,836.293	D	
Common Stock	08/17/2006	S	600	D	\$ 37.67	319,236.293	D	
Common Stock	08/17/2006	S	500	D	\$ 37.69	318,736.293	D	
Common Stock	08/17/2006	S	200	D	\$ 37.7	318,536.293	D	
Common Stock	08/17/2006	S	200	D	\$ 37.71	318,336.293	D	
Common Stock	08/17/2006	S	200	D	\$ 37.73	318,136.293	D	
Common Stock	08/18/2006	<u>I</u> ⁽¹⁾	10,000	D	\$ 37.2772	7,052.335	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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	\$ 0					(2) 08/08/1988	08/08/1988	Common Stock	32,848.5
Stock Option	\$ 11.4167					02/24/2003	02/24/2010	Common Stock	37,500
Stock Option	\$ 13.8334					05/06/2002	05/06/2009	Common Stock	29,700
Stock Option	\$ 16.2034					04/30/2004	04/30/2011	Common Stock	28,950
Stock Option	\$ 21.8567					06/16/2006	06/16/2013	Common Stock	34,950
Stock Option	\$ 22.3734					06/17/2005	06/17/2012	Common Stock	38,920
Stock Option	\$ 29.5					06/14/2007	06/14/2014	Common Stock	27,000
Stock Option	\$ 35.02					06/19/2009	06/19/2016	Common Stock	61,900
Stock Option	\$ 35.29					06/20/2008	06/20/2015	Common Stock	24,600
Stock Option	\$ 9.0834	08/16/2006		M	5,600	01/26/2001	01/26/2008	Common Stock	5,600
Stock Option	\$ 9.0834	08/17/2006		M	15,360	01/26/2001	01/26/2008	Common Stock	15,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZVI EIREF 469 NORTH HARRISON STREET PRINCETON, NJ 08543			Vice President Finance CFO	

Signatures

Andrew C.
Forsell

08/18/2006

__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) Intraplan transfer by the reporting person of common shares held in the Church & Dwight Co., Inc. Savings and Profit Sharing Plan for Salaried Employees.
- (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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