LEGGETT JOHN D III

Form 4

December 12, 2005

FORM 4 UNITED S

OMB APPROVAL

OMB Number: 3235-0287

Expires: 2005
Estimated average

January 31,

burden hours per response... 0.5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * LEGGETT JOHN D III | | | 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) 469 NORTH | (First) | (Middle) N STREET | 3. Date of Earliest Transaction (Month/Day/Year) 12/08/2005 | X Director 10% Owner Officer (give title below) Other (specify below) | | |
| | (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 | | |
| PRINCETON | I, NJ 08543 | | | Form filed by More than One Reporting Person | | |

| 11411021011,110 000 10 | | | Person | | | |
|------------------------|---------|-------|--|--|--|--|
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

| . • | | Table | e I - Moli-D | errvauve | Secui | mes Acq | un eu, Disposeu o | i, or belieficiali | ly Owned |
|--------------------------------------|---|---|--------------|---|------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 12/08/2005 | | A | 252 | A | \$ 33.35 | 434,716 | D | |
| Common Stock | | | | | | | 514,700 | I | By Trust |
| Common Stock | | | | | | | 121,500 | I | By Trust (C. Leggett) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 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 | | | | | <u>(1)</u> | 08/08/1988 | Common Stock | 8,783.0306 |
| Stock Option | \$ 6.7084 | | | | | 05/09/1999 | 05/09/2006 | Common Stock | 3,000 |
| Stock Option | \$ 8.2917 | | | | | 05/08/2000 | 05/08/2007 | Common Stock | 6,000 |
| 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 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

LEGGETT JOHN D III
469 NORTH HARRISON STREET X
PRINCETON, NJ 08543

Signatures

Andrew C. Forsell 12/12/2005

**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).
- (2) End of period holdings have been adjusted to reflect dividends paid to reporting person under the Deferred Compensation Plan for Directors.
- (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.

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