Craigie James Form 4 January 03, 2006

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

below)

Craigie James

Symbol CHURCH & DWIGHT CO INC

(Check all applicable)

/DE/[CHD]

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

_X__ Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

469 NORTH HARRISON STREET

(Middle)

(First)

(Street)

12/30/2005

President & CEO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

Direct (D)

(Instr. 4)

Person

Owned

PRINCETON, NJ 08543

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Beneficial (Instr. 3) Code Disposed of (D) Beneficially Form: Ownership

> Following or Indirect Reported (A) Transaction(s) (Instr. 4)

(Instr. 3, 4 and 5)

(Instr. 3 and 4) Code V Amount (D) Price

Common 13,066.4709 D Stock

Prft Common

Ι Shring/Saving 128.291 Stock Plan Trust

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8) | 5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|-----------------|--|--------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Phantom Stock | \$ 0 (1) | 12/30/2005 | | A | 8.3258 | 08/08/1988(2) | 08/08/1988(2) | Common Stock | 8.3 |
| Stock Option | \$ 29.81 | | | | | 06/21/2005 | 06/21/2014 | Common Stock | 187 |
| Stock Option | \$ 35.29 | | | | | 06/20/2008 | 06/20/2015 | Common Stock | 79. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-----------------|-------|--|--|
| Treporting O When I thank I shall the | Director | 10% Owner | Officer | Other | | |
| Craigie James 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | X | | President & CEO | | | |

Signatures

Andrew C.
Forsell

**Signature of Reporting Person

O1/03/2006

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. 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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