

CONISH MARK G
Form 4
December 19, 2005

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 *
CONISH MARK G

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)
12/15/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 1,716.3337 <u>(1)</u> | D | |
| Common Stock | | | | Code V Amount (D) Price | 20,212.0375 | 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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SEC 1474
(9-02)

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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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Phantom Stock | \$ 0 ⁽²⁾ | 12/15/2005 | | A | 2.5979 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾ | Common Stock | 2.5 |
| Stock Option | \$ 9.0834 | | | | | 01/26/2001 01/26/2008 | Common Stock | 25, |
| Stock Option | \$ 11.4167 | | | | | 02/24/2003 02/24/2010 | Common Stock | 23, |
| Stock Option | \$ 13.8334 | | | | | 05/06/2002 05/06/2009 | Common Stock | 16, |
| Stock Option | \$ 16.2034 | | | | | 04/30/2004 04/30/2011 | Common Stock | 17, |
| Stock Option | \$ 21.8567 | | | | | 06/16/2006 06/16/2013 | Common Stock | 18, |
| Stock Option | \$ 22.3734 | | | | | 06/17/2005 06/17/2012 | Common Stock | 18, |
| Stock Option | \$ 29.5 | | | | | 06/14/2007 06/14/2014 | Common Stock | 11, |
| Stock Option | \$ 35.29 | | | | | 06/20/2008 06/20/2015 | Common Stock | 15, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONISH MARK G 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | | | Vice President Operations | |

Signatures

Andrew C. Forsell
Date: 12/19/2005

__Signature of
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) Holdings have been adjusted to reflect dividends paid to reporting person under Church & Dwight Co., Inc.'s Dividend Reinvestment Plan.
- (2) The phantom stock shares convert to common stock on a 1-for-1 basis.
- (4) Holdings have been adjusted to reflect dividends paid to reporting person under Church & Dwight Co., Inc.'s Deferred Compensation Plan.
- (3) 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.