

ZVI EIREF

Form 4

December 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
12/20/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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	12/20/2005		M		600	A	\$ 7.2084	318,570.881 D
Common Stock	12/20/2005		S		600	D	\$ 32.9583	317,970.881 D
Common Stock	12/21/2005		M		24,150	A	\$ 7.2084	342,120.881 D
Common Stock	12/21/2005		S		24,150	D	\$ 32.9846 (1)	317,970.881 D
Common Stock								16,938.503 I Prfit Shring/Saving

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 or Number of Shares
Phantom Stock	\$ 0							(2)	08/08/1988	Common Stock	32,737.5
Stock Option	\$ 9.0834							01/26/2001	01/26/2008	Common Stock	78,60
Stock Option	\$ 11.4167							02/24/2003	02/24/2010	Common Stock	37,50
Stock Option	\$ 13.8334							05/06/2002	05/06/2009	Common Stock	29,70
Stock Option	\$ 16.2034							04/30/2004	04/30/2011	Common Stock	28,95
Stock Option	\$ 21.8567							06/16/2006	06/16/2013	Common Stock	34,95
Stock Option	\$ 22.3734							06/17/2005	06/17/2012	Common Stock	38,92
Stock Option	\$ 29.5							06/14/2007	06/14/2014	Common Stock	27,00
Stock Option	\$ 35.29							06/20/2008	06/20/2015	Common Stock	24,60
Stock Option	\$ 7.2084	12/20/2005		M		600		11/01/1999	11/01/2006	Common Stock	600
Stock Option	\$ 7.2084	12/21/2005		M		24,150		11/01/1999	11/01/2006	Common Stock	24,15

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 12/22/2005

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).
 - (3) Holdings have been adjusted to reflect dividends paid to reporting person under Church & Dwight Co., Inc.'s Deferred Compensation Plan.
 - (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.
- 32.9846 reflects the average sale price of this cashless stock option transaction, which relates to seventeen separate transactions conducted on December 21, 2005 from the same stock option grant of November 11, 1996. The detail for such transactions is as follows,
- (1) with the number of shares sold preceeding the sale price: 200 at 32.89; 900 at 32.90; 600 at 32.91; 400 at 32.92; 300 at 32.93; 1900 at 32.94; 2300 at 32.95; 600 at 32.96; 700 at 32.97; 2050 at 32.98; 1800 at 32.99; 5400 at 33.00; 3700 at 33.01; 500 at 33.02; 200 at 33.03; 400 at 33.04; 2200 at 33.05.

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.