

CHURCH &amp; DWIGHT CO INC /DE/

Form 4

May 30, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITNEY JOHN O**

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**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/25/2006**

☒ 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)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**PRINCETON, NJ 08543**

(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					5,220	D	
Common Stock	05/25/2006		S		4,300	D	\$ 36.5
Common Stock	05/25/2006		S		200	D	\$ 36.52
					5,316	I	
					5,116	I	
							Marcia L. Whitney Credit Shelter Trust
							Marcia L. Whitney Credit Shelter Trust

Edgar Filing: CHURCH & DWIGHT CO INC /DE/ - Form 4

Common Stock	05/25/2006	S	300	D	\$ 36.55	4,816	I	Marcia L. Whitney Credit Shelter Trust
Common Stock	05/25/2006	S	300	D	\$ 36.56	4,516	I	Marcia L. Whitney Credit Shelter Trust
Common Stock	05/25/2006	S	400	D	\$ 36.57	4,116	I	Marcia L. Whitney Credit Shelter Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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					<u>(1)</u>	08/08/1988	Common Stock	5,879.5767
Stock Option	\$ 8.2917					05/08/2000	05/08/2007	Common Stock	1,940
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
Stock Option	\$ 36.355	05/04/2009	05/04/2016	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY JOHN O 469 NORTH HARRISON STREET PRINCETON, NJ 08543			X	

## Signatures

Andrew C.  
Forsell

05/30/2006

\_\_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) 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.