

MINTON DWIGHT C
Form 4
December 27, 2005

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

OMB APPROVAL

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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 *
MINTON DWIGHT C

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)
12/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | | | | | 132,269.855 | D | |
| Common Stock | 12/22/2005 | | S | 4,000 D | \$ 33.0189 (1) 51,996 | I | By Trust-DCM |
| Common Stock | 12/22/2005 | | S | 1,000 D | \$ 32.95 162,988 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | | S | 5,300 D | \$ 33 157,688 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | | S | 200 D | \$ 33.01 157,488 | I | By Trust-Siblings |

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| Common Stock | 12/22/2005 | S | 8,000 | D | \$ 33.0189 (1) | 149,488 | I | By Trust-Siblings |
|--------------|------------|---|-------|---|----------------------|---------|---|-------------------|
| Common Stock | 12/22/2005 | S | 500 | D | \$ 33.02 | 148,988 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | S | 1,800 | D | \$ 33.04 | 147,188 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | S | 100 | D | \$ 33.06 | 147,088 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | S | 500 | D | \$ 33.07 | 146,588 | I | By Trust-Siblings |
| Common Stock | 12/22/2005 | S | 100 | D | \$ 33.12 | 146,488 | I | By Trust-Siblings |
| Common Stock | 12/27/2005 | S | 500 | D | \$ 33.05 | 145,988 | I | By Trust-Siblings |
| Common Stock | | | | | | 65,000 | I | By Wife |

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.

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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 | 5,317.7851 |
| Stock Option | \$ 20.8834 | | | | | 05/08/2006 | 05/08/2013 | 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 | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MINTON DWIGHT C 469 NORTH HARRISON STREET PRINCETON, NJ 08543 | | | X | |

Signatures

Andrew C. Forsell 12/27/2005

__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).
- (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.
33.0189 reflects the average sale price of shares sold from the DCM and Siblings trusts, which relate to eight separate transactions
- (1) conducted on December 22, 2005. The detail for such transactions is as follows, with the number of shares sold preceeding the sale price: 2800 at 32.92; 200 at 32.93; 2000 at 32.95; 1000 at 32.98; 500 at 33.00; 4000 at 33.10; 1000 at 33.12; 500 at 33.13.

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.