

CHURCH & DWIGHT CO INC /DE/
 Form 4
 August 14, 2006

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 *
 LEAMAN J R JR

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)
 08/11/2006

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)	
				Code	V	Amount				(A) or (D)
Common Stock	08/11/2006		M			6,000	\$ 8.2917	47,520	D	
Common Stock	08/11/2006		S			4,200	\$ 37.28	43,320	D	
Common Stock	08/11/2006		S			400	\$ 37.37	42,920	D	
Common Stock	08/11/2006		S			300	\$ 37.4	42,620	D	
Common Stock	08/11/2006		S			1,100	\$ 37.43	41,520	D	

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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)	Title	Amount or Number of Shares
Phantom Stock	\$ 0							(1) 08/08/1988	Common Stock 17,635.8
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
Stock Option	\$ 8.2917	08/11/2006		M		6,000		05/08/2000 05/08/2007	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEAMAN J R JR 469 NORTH HARRISON STREET PRINCETON, NJ 08543		X		

Signatures

Andrew C.
Forsell

08/14/2006

__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.
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