

MINTON DWIGHT C

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

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(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)
12/21/2005

☒ 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	12/21/2005		W	V 31,300 A \$ 0	132,269.855	D	
Common Stock	12/21/2005		W	V 34,386 A \$ 0	63,996	I	By Trust- DCM
Common Stock	12/21/2005		S	4,000 D \$ 32.9655 (1)	59,996	I	By Trust- DCM
Common Stock	12/21/2005		S	4,000 D \$ 33.0791 (2)	55,996	I	By Trust- DCM
	12/21/2005		W	V 34,386 A \$ 0	113,216	I	

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Common Stock										By Trust-Siblings
Common Stock	12/21/2005		W	V	68,772	A	\$ 0	181,988	I	By Trust-Siblings
Common Stock	12/21/2005		S		8,000	D	<u>\$ 32.9655</u> ⁽¹⁾	173,988	I	By Trust-Siblings
Common Stock	12/21/2005		S		500	D	\$ 33	173,488	I	By Trust-Siblings
Common Stock	12/21/2005		S		1,500	D	\$ 33.01	171,988	I	By Trust-Siblings
Common Stock	12/21/2005		S		8,000	D	<u>\$ 33.0791</u> ⁽²⁾	163,988	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.

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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					<u>(3)</u>	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
	\$ 34.29					05/05/2008	05/05/2015		5,000

Stock
Option

Common
Stock

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 12/22/2005

__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) 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.
- (1) 32.9655 reflects the average sale price of shares sold from the DCM and Siblings trusts, which relate to eight separate transactions conducted on December 21, 2005. The detail for such transactions is as follows, with the number of shares sold preceeding the sale price: 300 at 32.92; 700 at 32.93; 2000 at 32.94; 2900 at 32.95; 1000 at 32.97; 2300 at 32.98; 100 at 32.99; 2700 at 33.00.
- (2) 33.0791 reflects the average sale price of shares sold from the DCM and Siblings trusts, which relate to nine separate transactions conducted on December 21, 2005. The detail for such transactions is as follows, with the number of shares sold preceeding the sale price: 3200 at 33.12; 1300 at 33.11; 1500 at 33.10; 700 at 33.09; 1300 at 33.08; 500 at 33.07; 500 at 33.07; 2000 at 33.03; 1000 at 33.01; 500 at 33.00.

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.