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

CHURCH & DWIGHT CO INC /DE/

Form 4/A

December 18, 2006

Check this box

if no longer

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person *

NOWELL LIONEL L III

2. Issuer Name and Ticker or Trading

Symbol

CHURCH & DWIGHT CO INC

/DE/[CHD]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

469 NORTH HARRISON STREET

(Street)

(First)

09/29/2006

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

10/03/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership

(Instr. 4)

(Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

Common Stock

2,125

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of or	.) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Phantom Stock	\$ 0 (1)	09/29/2006		A	377.1414 (2)		08/08/1988(3)	08/08/1988(3)	Common Stock	3
Stock Option	\$ 26.4667						12/10/2006	12/10/2013	Common Stock	
Stock Option	\$ 31.0934						05/06/2007	05/06/2014	Common Stock	
Stock Option	\$ 34.29						05/05/2008	05/05/2015	Common Stock	
Stock Option	\$ 36.355						05/04/2009	05/04/2016	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NOWELL LIONEL L III 469 NORTH HARRISON STREET PRINCETON, NJ 08543	X					

Signatures

Andrew C.
Forsell

**Signature of Reporting Person

Andrew C.

12/18/2006

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 convert to common stock on a 1-for-1 basis.
- (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.
- (2) On the Form 4 filed on October 3, 2006, the number of shares acquired on September 29, 2006 was incorrectly reported. This Form 4/A reflects the correct number of shares acquired on same date.

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.

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