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

FORM 10-K
[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 1997
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
COMMISSION FILE NUMBER 1-10585

CHURCH & DWIGHT CO., INC.
(Exact name of registrant as specified in its charter)

INCORPORATED IN DELAWARE　　I.R.S. EMPLOYER IDENTIFICATION NO. 13-4996950

469 NORTH HARRISON STREET, PRINCETON, NEW JERSEY　　08543-5297
(Address of principal executive offices)　　(Zip Code)

Registrant's telephone number, including area code: (609) 683-5900

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $1 par value	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: None

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.
Yes /X/ No / /.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

As of March 9, 1998, 18,664,599 shares of Common Stock held by non-affiliates were outstanding with an aggregate market value of approximately $536.6 million. The aggregate market value is based on the closing price of such stock on the New York Stock Exchange on March 9, 1998.

As of March 9, 1998, 19,412,455 shares of Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

PARTS II AND IV	Portions of registrant's 1997 Annual Report to Stockholders.
PART III	Portions of registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 7, 1998.

TABLE OF CONTENTS

PART I

ITEM 1. BUSINESS.

The Company was founded in 1846 and is the world's leading producer of sodium bicarbonate, popularly known as baking soda, a versatile chemical which performs a broad range of functions such as cleaning, deodorizing, leavening and buffering. The Company specializes in sodium bicarbonate and sodium bicarbonate-based products, along with other products which use the same raw materials or technology or are sold into the same markets.

The Company sells its products, primarily under the ARM & HAMMER(R) trademark, to consumers through supermarkets, drug stores and mass merchandisers; and to industrial customers and distributors. ARM & HAMMER is the registered trademark for a line of consumer products which includes ARM & HAMMER Baking Soda, ARM & HAMMER DENTAL CARE(R) Dentifrices, ARM & HAMMER Carpet Deodorizer, ARM & HAMMER Deodorizing Air Freshener, ARM & HAMMER Powder and Liquid Laundry Detergent and ARM & HAMMER Deodorant Anti-Perspirant with Baking Soda. The ARM & HAMMER trademark is also used for a line of chemical products, the most important of which are sodium bicarbonate, ammonium bicarbonate, sodium sesquicarbonate, ARM & HAMMER MEGALAC(R) Rumen Bypass Fat and ARMEX(R) Blast Media. In 1997, consumer products represented 80% and specialty products 20% of the Company's sales. Approximately 96% of the Company's sales revenues are derived from sales in the United Stated and Canada.

CONSUMER PRODUCTS

PRINCIPAL PRODUCTS

The Company's founders first marketed baking soda in 1846 for use in home baking. The ARM & HAMMER trademark was adopted in 1867. Today, this product is known for a wide variety of uses in the home, including as a refrigerator and freezer deodorizer, scratchless cleaner and deodorizer for kitchen surfaces and cooking appliances, bath additive, dentifrice, cat litter deodorizer, and swimming pool pH stabilizer. The Company estimates that a majority of U.S. households have a box of baking soda on hand. Although no longer the Company's largest single business, ARM & HAMMER Baking Soda remains the leading brand of baking soda in terms of consumer recognition of the brand name and its reputation for quality and value.

The deodorizing properties of baking soda have since led to the development of several other household products; ARM & HAMMER Carpet Deodorizer and ARM & HAMMER Deodorizing Air Freshener are both available in a variety of fragrances. In 1992, the Company launched ARM & HAMMER Cat Litter Deodorizer, a scented baking soda product targeted to cat-owning households and veterinarians. During the fourth quarter of 1997, the Company introduced nationally ARM & HAMMER SUPER SCOOP(R), The Baking Soda Clumping Litter, which competes in the fast-growing clumping segment of the cat litter market.

The Company's largest consumer business today, measured by sales volume, is in the laundry detergent market. The ARM & HAMMER brand name has been associated with this market since the last century when ARM & HAMMER Super Washing Soda was first introduced as a heavy-duty laundry and household cleaning product. The Company today makes products for use in various stages of the laundry cycle; powdered and liquid laundry detergents, fabric softener dryer sheets and a laundry detergent booster.

ARM & HAMMER Laundry Detergents, in both powder and liquid forms, have been available nationally since the early 1980's. The Company markets these brands as value products, priced at a 15 to 20 percent discount from products identified by the Company as market leaders. In 1993, ARM & HAMMER Powder Laundry Detergent was restaged with a new formulation containing ACTIVATED BAKING SODA(TM). At the same time, the Company introduced ARM & HAMMER free Powder Laundry Detergent, a perfume and dye-free formulation. In the latter part of 1996, the Company reformulated and concentrated the product. Similarly, a companion product, ARM & HAMMER Liquid Laundry Detergent, was converted to a new

concentrated formula in 1993, and is also available in regular and perfume and dye-free forms. In 1995, this product was reformulated to a newer level of concentration and is still available in regular and perfume and dye-free forms.

In 1992, the Company completed the national expansion of another laundry product, ARM & HAMMER FRESH & SOFT(R) Dryer Sheets. This product stops static cling, and softens and freshens clothes. ARM & HAMMER Super Washing Soda is promoted as a detergent booster and bleach substitute.

ARM & HAMMER Baking Soda has long been used as a dentifrice. Its mild cleansing action cleans and polishes teeth, removes plaque and leaves the mouth feeling fresh and clean. These properties have led to the development of a complete line of sodium bicarbonate-based dentifrice products which are marketed and sold nationally: ARM & HAMMER DENTAL CARE, The Baking Soda Tooth Powder; ARM & HAMMER DENTAL CARE, The Baking Soda Toothpaste; ARM & HAMMER DENTAL CARE Gel; ARM & HAMMER DENTAL CARE Tartar Control Formula; ARM & HAMMER DENTAL CARE Tartar Control Gel; ARM & HAMMER PEROXICARE, a baking soda toothpaste containing hydrogen peroxide; and Tartar Control PEROXICARE. In 1996, three new ARM & HAMMER DENTAL CARE Toothpaste line extensions were introduced nationally, ARM & HAMMER DENTAL CARE Sensitive Formula, ARM & HAMMER DENTAL CARE Extra-Whitening and ARM & HAMMER DENTAL CARE Smooth Spearmint.

The Company markets and sells nationally, ARM & HAMMER Deodorant Anti-Perspirant with Baking Soda, ARM & HAMMER Deodorant with Baking Soda. These products are available in various scented and unscented stick and roll-on forms, including ARM & HAMMER Deodorant with Baking Soda in a wide solid stick and a jumbo oval stick Deodorant Anti-Perspirant. In the third quarter of 1997, the Company launched nationally ARM & HAMMER Aerosol Deodorant Anti-Perspirant.

During the third quarter of 1997, the Company acquired a group of five household cleaning brands from The Dial Corporation. The brands acquired were BRILLO(R) Soap Pads and other steel wool products, PARSONS(R) and BO-PEEP(R) Ammonia, CAMEO(R) Metal Polish, RAIN DROPS(R) Water Softener and SNO BOL(R) Cleaners. During the first Quarter of 1998, the Company purchased from The Dial Corporation TOSS 'N SOFT(R) Dryer Sheets. The acquisition of these brands broadens the Company's base of household cleaning products, and fit well within the Company's current sales, marketing and distribution activities.

COMPETITION

The markets for retail consumer products are highly competitive. ARM & HAMMER Baking Soda competes with generic and private label brands of grocery chains. ARM & HAMMER DENTAL CARE products, ARM & HAMMER Carpet Deodorizer, ARM & HAMMER Deodorant Anti-Perspirant and ARM & HAMMER Deodorizing Air Freshener compete with other nationally advertised brands, generally sold by larger multi-national companies.

The Company's laundry products, ARM & HAMMER Powder Laundry Detergent, ARM & HAMMER Liquid Laundry Detergent, ARM & HAMMER Super Washing Soda, and ARM & HAMMER FRESH & SOFT Dryer Sheets, all have small shares in large markets competing generally against large multi-national consumer packaged goods companies.

All of the Company's products are competitively priced and receive strong support in the form of trade and consumer promotion. In addition, the Company advertises certain products on national television.

DISTRIBUTION

The Company's consumer products are primarily marketed throughout the United States and Canada and sold through supermarkets, mass merchandisers and drugstores. The Company employs a sales force based regionally throughout the United States. This sales force utilizes the services of independent food brokers in each market. The Company's products are strategically located in public warehouses and either picked up by customers or delivered by independent trucking companies.

SPECIALTY PRODUCTS

PRINCIPAL PRODUCTS

The Company's specialty products business primarily consists of the manufacture, marketing and sale of sodium bicarbonate in a range of grades and granulations for use in industrial and agricultural markets. In industrial markets, sodium bicarbonate is used by other manufacturing companies as a leavening agent for commercial baked goods, as an antacid in pharmaceuticals, as a carbon dioxide release agent in fire extinguishers, and as an alkaline agent in swimming pool chemicals, detergents and various textile and tanning applications. A special grade of sodium bicarbonate, as well as sodium sesquicarbonate, is sold to the animal feed market as a feed additive for use by dairymen as a buffer, or antacid, for dairy cattle.

The Company markets and sells MEGALAC Rumen Bypass Fat, a nutritional supplement made from natural oils, which allows cows to maintain energy levels during the period of high-milk production, resulting in improved milk yields and minimal weight loss. The product and the trademark MEGALAC are licensed under a long-term license agreement from a British company, Volac Ltd.

ARMEX Blast Media is a small but developing product line of formulations designed for the removal of a wide variety of surface coatings. This product which is used in conjunction with the Company's ACCUSTRIP SYSTEM(TM) Delivery Device provides an environmentally safe alternative to existing processes such as sand blasting and chemical stripping.

The Company markets and sells ammonium bicarbonate and other specialty chemicals to food and agricultural markets in Europe through its wholly-owned British subsidiary Brotherton Speciality Products Ltd.

The Company and Occidental Petroleum Corporation are equal partners in a joint venture named Armand Products Company, which produces and markets potassium carbonate and potassium bicarbonate. Potassium chemicals are sold, among others, to the glass industry for use in TV and computer monitor screens.

During the second quarter of 1997, the Company acquired a 40 percent equity interest in QGN/Carbonor, a Brazilian bicarbonate/carbonate-related chemical company. The agreement includes an option for the Company to increase its interest to 75 percent by March 31, 1999.

COMPETITION

The sodium bicarbonate industry continues to be affected by competition from domestic sodium bicarbonate producers and imports. In agricultural markets, sodium bicarbonate also competes with several alternative buffer products. The competitive level is substantial as competitors employ aggressive selling techniques in the attempt to build their respective businesses. Despite this intense competition, the Company's business has remained essentially level.

The Company competes primarily on the basis of its product quality, grade availability and reliability of supply from a two-plant manufacturing system. Pricing is a major competitive factor for animal feed and other less specialized grades of sodium bicarbonate.

The addition of a combined total of 75,000 tons of potassium carbonate capacity by competitors, has intensified the competitive environment in the potassium carbonate business, as the new entrants try to gain volume. Additionally, a growing, worldwide over capacity in video glass production results in extreme pressure on all raw materials sold to that industry, including potassium carbonate.

DISTRIBUTION

The Company markets sodium bicarbonate and other chemicals to industrial and agricultural customers throughout the United States and Canada. Distribution is accomplished through regional sales offices and manufacturer's representatives augmented by the sales personnel of independent distributors throughout the country.

RAW MATERIALS AND SOURCES OF SUPPLY

The Company manufactures sodium bicarbonate for both of its consumer and industrial businesses at its two plants located at Green River, Wyoming and Old Fort, Ohio.

The production of sodium bicarbonate requires two basic raw materials, soda ash and carbon dioxide. The primary source of soda ash used by the Company is the mineral, trona, which is found in abundance in southwestern Wyoming, near the Company's Green River plant. The Company has acquired a number of leases allowing it to extract these trona deposits.

The Company is party to a partnership agreement with General Chemical Corporation, which mines and processes certain trona reserves owned by each of the two companies in Wyoming. Through the partnership and related supply and services agreements, the Company obtains a substantial amount of its soda ash requirements, enabling the Company to achieve some of the economies of an integrated business capable of producing sodium bicarbonate and related products from the basic raw material. The Company also has an agreement for the supply of soda ash from another company.

The partnership agreement and other supply agreements between the Company and General Chemical terminate upon two years notice by either company. The Company believes that alternative sources of supply are available.

The Company obtains its supply of the second basic raw material, carbon dioxide, in Green River and Old Fort, under long-term supply contracts. The Company believes that its sources of carbon dioxide, and other raw and packaging materials, are adequate.

The Company presently uses light soda ash in the manufacture of its ARM & HAMMER Powder Laundry Detergent in its Syracuse, New York plant. Light soda ash is obtained under a one-year supply agreement which is automatically renewable on a year to year basis. This agreement terminates upon one year's written notice by either company. At the Syracuse plant and the Green River, Wyoming plant, the Company also produces laundry detergent powder employing a process utilizing raw materials readily available from a number of sources. Therefore, the supply of appropriate raw materials to manufacture this product is adequate.

During 1995, a liquid laundry detergent manufacturing line was constructed in the Company's Syracuse, New York Plant. This line is capable of producing all of the Company's liquid laundry detergent requirements. Prior to this, all of the Company's ARM & HAMMER Liquid Laundry Detergent was contract manufactured. The BRILLO product line is manufactured at the Company's London, Ohio plant, which was acquired from The Dial Corporation. ARM & HAMMER FRESH & SOFT Dryer Sheets, ARM & HAMMER Deodorizing Air Freshener, ARM & HAMMER Deodorant Anti-Perspirant, the Company's industrial liquid cleaning products, PARSONS(R) and BO-PEEP(R) Ammonia, CAMEO(R) Metal Polish, RAIN DROPS(R) Water Softener and SNO BOL(R) Cleaners are Contract manufactured for the Company under various agreements. Alternative sources of supply are available in case of disruption or termination of the agreements.

The main raw material used in the production of potassium carbonate is liquid potassium hydroxide. Armand Products obtains its supply of liquid potassium hydroxide under a long-term supply arrangement.

PATENTS AND TRADEMARKS

The Company's ARM & HAMMER trademark is registered with the United States Patent and Trademark Office and also with the trademark offices of many foreign countries. It has been used by the Company since the late 1800's, and is a valuable asset and important to the successful operation of the Company's business.

CUSTOMERS AND ORDER BACKLOG

Although no single customer accounted for 10% or more of consolidated net sales, a group of three consumer products customers accounted for approximately 16% of consolidated net sales in 1997. These three customers represented 14 percent in 1996.

The time between receipt of orders and shipment is generally short, and as a result, backlog is not significant.

RESEARCH & DEVELOPMENT

The Company's Research and Development Department is engaged in work on product development, process technology and basic research. During 1997, $15,841,000 was spent on research activities as compared to $17,823,000 in 1996 and $18,544,000 in 1995.

ENVIRONMENT

The Company's operations are subject to federal, state and local regulations governing air emissions, waste and steam discharges, and solid and hazardous waste management activities. The Company endeavors to take actions necessary to comply with such regulations. These steps include periodic environmental audits of each Company facility. The audits, conducted by an independent engineering concern with expertise in the area of environmental compliance, include site visits at each location, as well as a review of documentary information, to determine compliance with such federal, state and local regulations. The Company believes that its compliance with existing environmental regulations will not have any material adverse effect with regard to the Company's capital expenditures, earnings or competitive position. No material capital expenditures relating to environmental control are presently anticipated.

EMPLOYEES

At December 31, 1997 , the Company had 1,137 employees. The Company is party to a labor contract with the United Steelworkers of America covering approximately one hundred hourly employees at its Syracuse, New York plant which contract continues until June 30, 2001; and, with the United Industrial Workers of North America at its London, Ohio plant which contract continues until October 1, 1999. The Company believes that its relations with both its union and non-union employees are satisfactory.

CLASSES OF SIMILAR PRODUCTS

The Company's operations constitute one business segment. The table set forth below shows the percentage of the Company's net sales contributed by each group of similar products marketed by the Company during the period from January 1, 1993 through December 31, 1997.

	% of Net Sales				
	1997	1996	1995	1994	1993
Consumer Products	80	79	78	80	81
Specialty Products	20	21	22	20	19

ITEM 2. PROPERTIES.

The Company's executive offices and research and development facilities are owned by the Company, subject to a New Jersey Industrial Revenue Bond, and are located on 22 acres of land in Princeton, New Jersey, with approximately 72,000 square feet of office and laboratory space. In addition, the Company leases space in two buildings adjacent to this facility which contain approximately 90,000 square feet of office space. The Company also leases regional sales offices in various locations throughout the United States.

At Syracuse, New York the Company owns a 16 acre site and plant which includes a group of connected buildings containing approximately 270,000 square feet of floor space are located. This plant is used primarily for the manufacture and packaging of consumer products. Adjacent to this, the Company owned a one acre site where it manufactured ammonium bicarbonate in a 14,000 square foot building. During 1996, the Company ceased production of ammonium bicarbonate and commenced importation of its requirements from its Brotherton Speciality Products Ltd. U.K. subsidiary and other manufacturers. The site was sold in 1997.

The Company's plant in Green River, Wyoming is located on 112 acres of land owned by the Company. The plant and related facilities contain approximately 273,000 square feet of floor space. The plant was constructed in 1968 and has since been expanded to a current capacity of 190,000 tons of sodium bicarbonate per year.

The Company's plant in Old Fort, Ohio is located on 75 acres of land owned by the Company. The plant and related facilities contain approximately 208,000 square feet of floor space. The plant was completed in 1980 and has since been expanded to a capacity of 240,000 tons of sodium bicarbonate per year.

The Company owns an operating facility in Taylors, South Carolina, for the manufacturing and packaging of its dentifrice products in a 117,000 square foot building. The facility is located on 6 acres of land owned by the Company.

During 1997, the Company acquired from The Dial Corporation a manufacturing facility in London, Ohio. This facility contains approximately 141,000 square feet of floor space and is located on 6 acres of land. The facility manufactures and packages BRILLO Soap Pads and TOSS 'N SOFT Dryer Sheets.

In Ontario, Canada, the Company owns a 26,000 square foot distribution center which is used for the purpose of warehousing and distribution of products sold into Canada. The principal office of the Canadian subsidiary is located in leased offices in Toronto.

Brotherton Speciality Products Ltd. owns and operates a 71,000 square foot manufacturing facility in Wakefield, England on about 7 acres of land.

The Company's Venezuela subsidiary, Industrias Bicarbon De Venezuela S.A., recently completed construction of a new 11,000 ton sodium bicarbonate plant which it owns and operates. The plant became operational in mid 1995.

The Armand Products partnership, in which the Company has a 50% interest, owns and operates a potassium carbonate manufacturing plant located in Muscle Shoals, Alabama. This facility contains approximately 53,000 square feet of space and has a capacity of 103,000 tons of potassium carbonate per year.

The Company believes that its manufacturing, distribution and office facilities are adequate for the conduct of its business at the present time.

ITEM 3. LEGAL PROCEEDINGS.

The Company is subject to claims and litigation in the ordinary course of its business such as product liability claims, employment related matters and general commercial disputes. The Company does not believe that any pending claim or litigation will have a material adverse effect on the business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No matters were submitted to a vote of the Company's security holders during the last quarter of the year ended December 31, 1997.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

The Company's common stock is traded on the New York Stock Exchange (symbol: "CHD"). Refer to Page 19 of the Annual Report which is incorporated herein by reference. During 1997, there were no sales of unregistered securities.

ITEM 6. SELECTED FINANCIAL DATA.

Refer to Page 15 of the Annual Report. The portion of the table on page 15 which includes information with respect to the years 1993 through 1997 is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Refer to Financial Review Pages 16-19 of the Annual Report which are incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

(Not applicable)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Refer to Pages 20-34 of the Annual Report which are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

Information required by this item is incorporated by reference to the Company's definitive proxy statement pursuant to Regulation 14A which will be filed with the Commission not later than 120 days after the close of the fiscal year ended December 31, 1997.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by this item is incorporated by reference to the Company's definitive proxy statement pursuant to Regulation 14A which will be filed with the Commission not later than 120 days after the close of the fiscal year ended December 31, 1997.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Information required by this item is incorporated by reference to the Company's definitive proxy statement pursuant to Regulation 14A which will be filed with the Commission not later than 120 days after the close of the fiscal year ended December 31, 1997.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Information required by this item is incorporated by reference to the Company's definitive proxy statement pursuant to Regulation 14A which will be filed with the Commission not later than 120 days after the close of the fiscal year ended December 31, 1997.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) 1. FINANCIAL STATEMENTS

The following financial statements are incorporated herein by reference to the Annual Report:

(a) 2. FINANCIAL STATEMENT SCHEDULE

Included in Part IV of this report:

Independent Auditors' Report on Schedule

For each of the three years in the period ended December 31, 1997:

Schedule II - Valuation and Qualifying Accounts

Other schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

(a) 3. EXHIBITS

(3) (a) Restated Certificate of Incorporation including amendments has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1989, (Commission file no. 1-10585) which is incorporated by reference.

(b) By-Laws have previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1985, (Commission file no. 1-10585) which is incorporated herein by reference.

(4) The Company is party to a Loan Agreement dated May 31, 1991 with the New Jersey Economic Development Authority. The principal amount of the loan thereunder is less than ten percent of the Company's consolidated assets. The Company will furnish a copy of said agreement to the Commission upon request.

(10) (a) Supply Agreement between Church & Dwight Co., Inc. and ALCAD Partnership for supply of soda ash. This document is not attached hereto but has been separately submitted to the Securities and Exchange Commission which has approved the Company's application under rule 24b-2 for privileged and confidential treatment thereof.

COMPENSATION PLANS AND ARRANGEMENTS

(b) Indemnification Agreement for directors, and certain officers, employees, agents and fiduciaries, which was approved by stockholders at the Annual Meeting of Stockholders on May 7, 1987, and was included in the Company's definitive Proxy Statement dated April 6, 1987, (Commission file no. 1-10585) which is incorporated herein by reference.

(c) Stockholder Rights Agreement dated April 27, 1989, between Church & Dwight Co., Inc. and Chase Bank, formerly Chemical Bank, formerly Manufacturers Hanover Trust Company, has been previously filed on April 28, 1989 with the Securities and Exchange Commission on the Company's Form 8-K, (Commission file no. 1-10585) which is incorporated herein by reference.

(d) The Company's 1983 Stock Option Plan, which was approved by stockholders at the Annual Meeting of Stockholders on May 5, 1983, and was included in the Company's definitive Proxy Statement dated April 4, 1983, (Commission file no. 1-10585) which is incorporated herein by reference.

(e) Restricted Stock Plan for Directors which was approved by stockholders at the Annual Meeting of Stockholders on May 7, 1987, and was included in the Company's definitive Proxy Statement dated April 6, 1987, (Commission file no. 1-10585) which is incorporated herein by reference.

(f) Church & Dwight Co., Inc. Executive Deferred Compensation Plan, effective as of June 1, 1997 is attached hereto.

(g) Deferred Compensation Plan for Directors has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1987, (Commission file no. 1-10585) which is incorporated herein by reference.

(h) Employment Service Agreement with Senior Management of Church & Dwight Co., Inc. has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1990, (Commission file no. 1-10585) which is incorporated herein by reference.

(i) The Stock Option Plan for Directors which was approved by stockholders in May 1991, authorized the granting of options to non-employee directors. The full text of the Church & Dwight Co.,Inc. Stock Option Plan for Directors was contained in the definitive Proxy Statement filed with the Commission on April 2, 1991, (Commission file no. 1-10585) which is incorporated herein by reference.

(j) A description of the Company's Incentive Compensation Plan has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1992, (Commission file no. 1-10585) which is incorporated herein by reference.

(k) Church & Dwight Co., Inc. Executive Stock Purchase Plan has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1993, (Commission file no. 1-10585) which is incorporated herein by reference.

(l) The 1994 Incentive Stock Option Plan has previously been filed with the Securities and Exchange Commission on the Company's Form 10-K for the year ended December 31, 1994, (Commission file no. 1-10585) which is incorporated herein by reference.

(m) The Compensation Plan for Directors, which was approved by stockholders at the Annual Meeting of Stockholders on May 9, 1996, and was included in the Company's definitive Proxy Statement filed with the Commission on April 1, 1996, (Commission file no. 1-10585) which is incorporated herein by reference.

*(11) Computation of earnings per share.

*(13) 1997 Annual Report to Stockholders. Except for portions of said Annual Report expressly incorporated by reference herein, said Annual Report is not deemed "filed herewith."

*(21) List of the Company's subsidiaries.

*(23) Consent of Independent Auditor.

(b) REPORTS ON FORM 8-K

No reports on Form 8-K were filed during the fourth quarter of the year ended December 31,1997.

Copies of exhibits will be made available upon request and for a reasonable charge.

*filed herewith

INDEPENDENT AUDITORS' REPORT

To The Board of Directors and Stockholders of
Church & Dwight Co., Inc.
Princeton, New Jersey

We have audited the consolidated financial statements of Church & Dwight Co., Inc. and subsidiaries as of December 31, 1997 and 1996, and for each of the three years in the period ended December 31, 1997, and have issued our report thereon dated January 21, 1998; such consolidated financial statements and report are included in your 1997 Annual Report to Stockholders and are incorporated herein by reference. Our audits also included the consolidated financial statement schedule of Church & Dwight Co., Inc. and subsidiaries, listed in Item 14. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

DELOITTE & TOUCHE LLP
Parsippany, New Jersey
January 21, 1998

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

	1997	1996	1995
ALLOWANCE FOR DOUBTFUL ACCOUNTS:			
Balance at beginning of year	$1,478	$1,304	$ 912
Additions:			
Charged to expenses and costs	200	401	478
Deductions:			
Amounts written off	145	227	86

Foreign currency translation adjustments	1	--	--
	146	227	86
BALANCE AT END OF YEAR	$1,532	$1,478	$1,304

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 23, 1998.

CHURCH & DWIGHT CO., INC.

By: /s/ Robert A. Davies, III
Robert A. Davies, III
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Robert A. Davies, III Robert A. Davies, III	President and Chief Executive Officer	February 23, 1998
/s/ Zvi Eiref Zvi Eiref	Vice President Finance and Chief Financial Officer (Principal Financial Officer)	February 23, 1998
/s/ Gary P. Halker Gary P. Halker	Vice President, Controller and Chief Information Officer (Principal Accounting Officer)	February 23, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Cyril C. Baldwin, Jr. Cyril C. Baldwin, Jr.	Director	February 23, 1998
/s/ William R. Becklean William R. Becklean	Director	February 23, 1998
/s/ Robert H. Beeby	Director	February 23, 1998

Robert H. Beeby

/s/ Robert A. Davies, III - ------------------------- Robert A. Davies, III	Director	February 23, 1998
/s/ Rosina B. Dixon, M.D. - ------------------------- Rosina B. Dixon, M.D.	Director	February 23, 1998
/s/ J. Richard Leaman, Jr. - -------------------------- J. Richard Leaman, Jr.	Director	February 23, 1998
/s/ John D. Leggett, III, Ph.D - ------------------------------ John D. Leggett, III, Ph.D.	Director	February 23, 1998
/s/ Robert A. McCabe - -------------------- Robert A. McCabe	Director	February 23, 1998
/s/ Dwight C. Minton - -------------------- Dwight C. Minton	Chairman	February 23, 1998
/s/ Dean P. Phypers - ------------------- Dean P. Phypers	Director	February 23, 1998
/s/ Jarvis J. Slade - ------------------- Jarvis J. Slade	Director	February 23, 1998
/s/ John O. Whitney - ------------------- John O. Whitney	Director	February 23, 1998

EXHIBIT INDEX

Exhibit No.	Description
(10(f))	Church & Dwight Co., Inc. Executive Deferred Compensation Plan
(11)	Computation of earnings per share.
(13)	1997 Annual Report to Stockholders. Except for portions of said Annual Report expressly incorporated by reference herein, said Annual Report is not deemed "filed herewith."
(21)	List of the Company's subsidiaries.
(23)	Consent of Independent Auditor.
(27)	Financial Data Schedule

CHURCH & DWIGHT CO., INC.

EXHIBIT 10(f)

EXECUTIVE DEFERRED COMPENSATION PLAN

(Plan Effective as of June 1, 1997)

Church & Dwight Co., Inc.
EXECUTIVE DEFERRED COMPENSATION PLAN
(Plan Effective as of June 1, 1997)

ARTICLE 1

PURPOSE

The purpose of the Church & Dwight Co., Inc. Executive Deferred Compensation Plan (the "Plan") is to provide a means whereby Church & Dwight Co., Inc. (the "Company") may afford increased financial security, on a tax-favored basis, to a select group of key management employees of the Company who have rendered and continue to render valuable services to the Company which constitute an important contribution towards the Company's continued growth and success.

ARTICLE 2

DEFINITIONS

2.1 Account. "Account" means the device used by the Company to measure and determine the amounts to be paid to a Participant under the Plan. Separate Accounts will be established for each Participant and as may otherwise be required.

2.2 Affiliate. "Affiliate" means any firm, partnership or corporation that (i) directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with the Company or (ii) is otherwise authorized by the Board to be considered an Employer for purposes of this Plan.

2.3 Base Salary. "Base Salary" means, with respect to a Participant for any Plan Year, such Participant's annual base salary before reduction pursuant to this Plan or any plan or agreement of the Employer whereby compensation is deferred, including, without limitation, a plan whereby compensation is deferred in accordance with Code Section 401(k) or reduced in accordance with Code Section 125.

2.4 Beneficiary. "Beneficiary" means the person or persons designated as such in accordance with Section 11.2.

2.5 Board. "Board" means the Board of Directors of Church & Dwight Co., Inc.

2.6 Bonus. "Bonus" means annual incentive compensation payments made from the Company's Management Incentive Compensation Plan plus any other cash bonus paid to an eligible Participant by the Company.

2.7 Change in Control. "Change in Control" means:

(a) a merger, consolidation or reorganization in which the Company is not the surviving entity, except for (i) a transaction in which the principal purpose is to change the state of the Company's incorporation, or (ii) a transaction in which the Company's stockholders immediately prior to such merger or consolidation hold (by virtue of securities received in exchange for their shares in the Company) securities of the surviving entity representing more than fifty percent (50%) of the total voting power of such entity immediately

after such transaction;

(b) the sale, transfer or other disposition of all or substantially all of the assets of the Company, unless the Company's stockholders immediately prior to such sale, transfer or other disposition hold (by virtue of securities received in exchange for their shares in the Company) securities of the purchaser or other transferee representing more than fifty percent (50%) of the total voting power of such entity immediately after such transaction; or

(c) any reverse merger in which the Company is the surviving entity but in which the Company's stockholders immediately prior to such merger do not hold (by virtue of their shares in the Company held immediately prior to such transaction) securities of the Company representing more than fifty percent (50%) of the total voting power of the Company immediately after such transaction.

2.8 Code. "Code" means the Internal Revenue Code of 1986, as amended from time to time.

2.9 Committee. "Committee" means the committee designated by the Board of Directors of the Company to administer the Plan.

2.10 Company. "Company" means Church & Dwight Co., Inc.

2.11 Deferral Commitment. "Deferral Commitment" means a deferral commitment made by a Participant to defer Base Salary and/or Bonus pursuant to Article 4 for which an

Enrollment Agreement has been submitted by the Participant to the Company.

2.12 Deferral Period. "Deferral Period" means a continuous period over which a Participant elects to defer Base Salary or Bonus pursuant to a Deferral Commitment.

2.13 Disability. "Disability" means any termination of Service during the life of a Participant and prior to Retirement by reason of a Participant's total and permanent disability, as determined by the Committee in its sole and absolute discretion. A Participant who applies and qualifies for disability benefits under any long-term disability plan or policy provided by the Company or an Affiliate ("LTD Plan") shall qualify for Disability under this Plan. A Participant who fails to qualify for disability benefits under a LTD Plan (whether or not the Participant makes application for disability benefits thereunder) shall not be deemed to be totally and permanently disabled under this Plan, unless the Committee otherwise determines, based upon the opinion of a qualified physician or medical clinic selected by the Committee, that a condition of total and permanent disability exists.

2.14 Declared Rate. "Declared Rate" means for any plan year the rate equal to the 120 month average of the 10Year Treasury Note rate as of October 1 of the prior Plan Year.

2.15 Earnings Crediting Options. "Earnings Crediting Options" mean the options which may be elected by a Participant from time to time pursuant to which earnings are credited to the Participant's Account.

2.16 Effective Date. "Effective Date" means the effective date of the Plan, which is

June 1, 1997.

2.17 Employee. "Employee" means any person employed by the Company on a regular full-time salaried basis or who is an officer of the Company.

2.18 Employer. "Employer" means the Company and any of its Affiliates.

2.19 Enrollment Agreement. "Enrollment Agreement" means the authorization form which an eligible individual files with the Company to participate in the Plan.

2.20 In-Service Distribution. "In-Service Distribution" means a distribution prior to termination of Service pursuant to Section 6.3.

2.21 In-Service Distribution Account. "In-Service Distribution Account" means an Account established pursuant to Section 6.3 which provides for distribution of a benefit prior to a Participant's termination of Service.

2.22 Investment Election Form. "Investment Election Form" means the election form on which a Participant designates one or more Earnings Crediting Options into which a Participant's Account balance will be deemed invested and the percentages of such Account balance to be allocated to such Earnings Crediting Options.

2.23 Normal Distribution Account. "Normal Distribution Account" means an Account established at the time a Participant establishes a Deferral Commitment which

provides for the distribution of a benefit following Participant's termination of Service.

2.24 Participant. "Participant" means an Employee or other individual who is eligible to participate in the Plan and who is participating in the Plan in accordance with the provisions of Article 4.

2.25 Plan. "Plan" means the Church & Dwight Co., Inc. Executive Deferred Compensation Plan, as amended from time to time.

2.26 Plan Year. "Plan Year" means the calendar year beginning on January 1 and ending December 31.

2.27 Profit Sharing Restoration Account. "Profit Sharing Restoration Account" means an Account into which a credit is made by the Company each quarter in accordance with Section 6.6.

2.28 Retirement. "Retirement" means with respect to a Participant the termination of the Participant's Service with all Employers for reasons other than death at any time on or after the date on which the Participant (a) attains age 55 with five (5) years of Service or age 65 with one (1) year of Service or (b) has elected to roll over all amounts previously deferred under the Church and Dwight Co., Inc. Deferred Compensation Plan And Agreement For Officers (Amended And Restated As Of December 1, 1995) into this Plan pursuant to Section 4.3(c).

2.29 Rollover Account. "Rollover Account" means an Account established for a Participant pursuant to the provisions of Section 4.3(c).

2.30 Rollover Account Form. "Rollover Account Form" means the authorization form which an individual files with the Company to rollover all amounts previously deferred under The Church & Dwight Co., Inc. Deferred Compensation Plan And Agreement For Officers (Amended And Restated As Of December 1, 1995) into this Plan.

2.31 Service. "Service" means the period of time during which a full-time employment relationship exists between an Employee and the Employer, including any period during which the Employee is on an approved leave of absence, whether paid or unpaid.

2.32 Termination Date. "Termination Date" means the final date of termination of a Participant's Service with the Employer.

2.33 Year. A "Year" is a period of twelve consecutive calendar months.

2.34 401(k) Restoration Account. "401(k) Restoration Account" means an Account into which a credit is made by the Company each quarter in accordance with Section 6.5.

ARTICLE 3

ADMINISTRATION OF THE PLAN

The Committee is hereby authorized to administer the Plan and establish,

adopt, or revise such rules and regulations as it may deem necessary or advisable for the administration of the Plan. The Committee shall have discretionary authority to construe and interpret the Plan and to determine the rights, if any, of Participants and Beneficiaries under the Plan. The Committee's resolution of any matter concerning the Plan shall be final and binding upon any Participant and Beneficiary affected thereby. Members of the Committee shall be eligible to participate in the Plan while serving as members of the Committee, but a member of the Committee shall not vote or act upon any matter which relates solely to such member's interest in the Plan as a Participant.

ARTICLE 4

PARTICIPATION AND DEFERRAL COMMITMENTS

4.1 Eligibility and Participation.

(a) Eligibility. Eligibility to participate in the Plan shall be limited to executive or other key Employees of the Company or its Affiliates who are selected by the Committee in its sole discretion.

(b) Participation. An eligible individual may elect to make a Deferral Commitment by submitting an Enrollment Agreement to the Company prior to such date preceding the Deferral Period as the Company may determine. Pursuant to such Enrollment Agreement, a Participant shall elect the amounts or percentages by which the Base Salary and/or Bonus of such Participant will be reduced, and shall provide such other information as the Committee shall require. Notwithstanding anything in this Plan to the contrary, any

election by a Participant to reduce his Base Salary or Bonus for any Plan Year by an amount which is less than $5,000, or such other amount as the Committee may determine from time to time, shall not be given effect. A Participant's election to defer Base Salary and/or Bonus shall be irrevocable, except as otherwise specifically provided in this Plan.

The Company shall make credits, if any, in accordance with Sections 6.5 and 6.6 to an eligible Participant's 401(k) Restoration Account and Profit Sharing Restoration Account regardless of whether such Participant elects to make a Deferral Commitment.

4.2 Duration of Deferral Commitment.

(a) Elected amounts of Base Salary and/or Bonus shall continue to be deferred year after year under a Deferral Commitment until the Participant files a subsequent Enrollment Agreement changing the amount of or stopping such Deferral Commitment or the Deferral Commitment terminates under Section 4.2(c).

(b) Except as provided in Article 7, Article 9 and Section 6.4, changes made by a subsequent Enrollment Agreement shall become effective beginning with the next Plan Year following the date such Enrollment Agreement is submitted to the Company. A subsequent Enrollment Agreement shall not apply to any deferrals which represent payments for Services performed prior to the beginning of the first Plan Year to which such Enrollment Agreement applies, but otherwise shall apply to all future deferrals covered by the Deferral Commitment.

(c) A Participant's Deferral Commitment shall terminate upon the Participant's termination of Service. In addition, if the Participant elects for the entire amount of a Deferral Commitment to be deferred into an In-Service Distribution Account, such Deferral Commitment shall terminate at the end of the Plan Year preceding the Plan Year which the Participant has selected for an In-Service Distribution.

4.3 Basic Forms of Deferral. A Participant may elect in an Enrollment Agreement to establish a Deferral Commitment to defer Base Salary or Bonus, as follows:

(a) Base Salary. A Participant may elect to defer all or a portion of Base Salary for the Deferral Period. The amount to be deferred shall be stated as a specified dollar amount or whole number percentage of Base Salary, but not to exceed one hundred percent (100%) of Base Salary.

(b) Bonus. A Participant may elect to defer up to one hundred percent (100%) of the Bonus amounts to be paid by the Company for Services during the Deferral Period. The amount to be deferred shall be stated as either (i) a whole number percentage of such bonus or (ii) a whole number percentage of such Bonus above a specified dollar amount. Bonus deferrals will begin with Bonuses earned for Services performed during the calendar year following submission of an Enrollment Agreement to the Company, unless otherwise permitted by the Committee.

(c) Rollovers. All amounts previously deferred under the Church & Dwight Co., Inc. Deferred Compensation Plan And Agreement For Officers (Amended And Restated

As Of December 1, 1995) by a Participant prior to the date of such Participant's rollover election into such Participant's Rollover Account under this Plan as of June 1, 1997 or January 1, 1998 at the Participant's election upon the timely filing of a Rollover Account Form on or before May 31, 1997 or December 31, 1997, as the case may be. In addition, with the prior written consent of the Committee, a Participant may elect to roll over all amounts previously deferred under the Church & Dwight Co., Inc. Deferred Compensation Plan And Agreement For Officers (Amended And Restated As Of December 1, 1995) by the Participant prior to the date of such Participant's rollover election into such Participant's Rollover Account under this Plan as of the beginning of any Plan Year; provided, however, that the Participant makes such election by filing a Rollover Account Form on or before December 31 of the preceding Plan Year.

All amounts rolled over into a Participant's Rollover Account will be subject to all the provisions of the Plan, including Section 5.2 except as hereinafter provided. Notwithstanding Section 5.2, if the Company by action of the Committee allows investment in the Company's common stock to be an Earnings

Crediting Option, on his Rollover Account Form a Participant may allocate up to one hundred percent (100%) of his Rollover Account balance to be invested in such Company common stock. However, if a Participant at any time allocates less than one hundred percent (100%) of his Rollover Account balance to be invested in Company common stock, thereafter the Participant may not increase the investment of his Rollover Account balance in Company common stock except as provided in Section 5.2. Any amount of a Participant's Rollover Account balance not allocated to be invested in Company common stock shall be allocated among non-stock Earnings Crediting Options in the same proportion as non-stock Earnings Crediting Options elected for such

Participant's Normal Distribution Account.

The Committee may, in its sole discretion, transfer to a Participant's Rollover Account over a period of up to four years all amounts elected to be rolled into such Participant's Rollover Account that are invested in Earnings Crediting Options other than Company common stock or a money market portfolio. All such amounts which are transferred over the period of up to four years shall be transferred into the Earnings Crediting Options elected by the Participant (other than Company common stock or a money market portfolio) on a pro-rata basis.

4.4 Limitations on Deferrals; Waiver; Committee Discretion. The Committee may further limit any minimum or maximum amount deferred by any Participant or group of Participants, or waive any minimum and maximum limits for any Participant or group of Participants, for any reason.

4.5 Modification of Deferral Commitments. Except as provided in Section 4.2 and this Section 4.5, Deferral Commitments shall be irrevocable. The Committee may permit a Participant to reduce the amount to be deferred pursuant to a Deferral Commitment, or waive the remainder of the Deferral Commitment, upon a finding that the Participant has suffered an unforeseeable financial emergency as provided for in Article 9.

ARTICLE 5

ACCOUNTS

5.1 Accounts. For record-keeping purposes only, a Normal Distribution Account, a Rollover Account, a 401(k) Restoration Account, a Profit Sharing Restoration Account and an In-Service Distribution Account shall be maintained as applicable for each Participant. The Committee shall establish and maintain separate Accounts with respect to each Participant. The amount by which Base Salary and/or Bonus is reduced pursuant to Article 4 shall be credited by the Company to the Participant's Normal Distribution Account or In-Service Distribution Account no later than the first day of the month following the month in which such Base Salary and/or Bonus would otherwise have been paid. All of the Participant's Accounts shall be reduced by the amount of any payments made by the Company to the Participant or the Participant's Beneficiary pursuant to this Plan. The Company shall credit a Participant's 401(k) Restoration Account in accordance with Section 6.5. The Company shall credit a Participant's Profit Sharing Restoration Account in accordance with Section 6.6.

5.2 Earnings on Accounts. Except as provided in Section 5.5, a Participant's Accounts shall be credited with earnings in accordance with the Earnings Crediting Options elected by the Participant from time to time on an Investment Election Form. Participants may allocate their Accounts among the Earnings Crediting Options available under the Plan only in whole percentages for any Earnings Crediting Option. The gross rate of return, positive or negative, credited under each Earnings Crediting Option is based upon the actual performance of the corresponding investment fund or shares of stock which the Company may designate from time to time, and shall equal the total return of such investment fund or shares of stock net of asset based charges, including, without limitation, money management fees and fund expenses. The net rate of return, positive or negative, credited under each Earnings Crediting Option will be determined by subtracting the allocable share of trustee and

administrative fees and expenses charged by a trustee and/or administrator from the gross rate of return. If the Company by action of the Committee allows investment in the Company's common stock to be an Earnings Crediting Option, except as provided in Section 4.3(c), a Participant may allocate no more than fifty percent (50%) of any Account balance to investment in such Company common stock at any time. If a Participant does not designate an Earnings Crediting Option for an Account, the Account shall be credited with interest in accordance with Section 5.5.

The Company by action of the Committee reserves the right, on a prospective basis, to add or delete Earnings Crediting Options, or to disregard a Participant's investment allocations and credit the Participant's Account with a fixed rate of interest determined in the Committee's sole discretion; provided, however, that any such change in the Earnings Crediting Options available under the Plan, including the crediting by the Company of a fixed rate of interest in place of a Participant's investment allocations, will only affect the rate at which earnings will be credited to a Participant's Account in the future, and will not affect the existing value of a Participant's Account, including any earnings credited under the Plan up to the date of such change.

5.3 Earnings Crediting Options. Except as otherwise provided pursuant to Section 5.2, the Earning Crediting Options available under the Plan shall consist of the options selected by the Committee, in is sole discretion. Notwithstanding that the gross rates of return credited to Participants' Accounts under the Earnings Crediting Options are based upon the actual performance of the investment funds as the Committee may designate, the Company shall not be obligated to invest any Base Salary and/or Bonus deferred by Participants under

this Plan, or any other amounts, in such investment funds.

5.4 Changes in Earnings Crediting Options. A Participant may change the Earnings Crediting Options for his Account not more frequently than once per quarter by filing a new Investment Election Form with the Committee or its designated representatives. Any such changes made by a Participant will apply to the allocation of the Participant's existing Account balances and new deferrals under the Plan. If a new Investment Election Form is filed with the Committee or its designated representatives on or before fifteen (15) days prior to the end of a quarter, changes will be effective on the beginning of the calendar quarter following receipt of a new Investment Election Form by the Committee or its designated representatives. If a new Investment Election Form is filed with the Committee or its designated representatives within the period fifteen (15) days prior to the end of a quarter, changes will be effective on the beginning of the second calendar quarter following receipt of the new Investment Election Form by the Committee or its designated representatives. Any changes in election of Earnings Crediting Options must be in whole percentages.

Notwithstanding any other provision in this Plan, if a Participant is or may be subject to Section 16 of the Securities Exchange Act of 1934 (the

"Act") and Rule 16b3, such Participant may change his Earnings Crediting Options into or out of Company common stock only if the Committee, in its sole discretion, finds that such Participant's change of Earnings Crediting Options into or out of Company common stock is entitled to the exemption benefits of Rule 16b3(f) or other exemptive rules under Section 16 of the Act. In addition, whenever the Company has imposed a moratorium on trading in Company common stock, such moratorium shall apply to the changing of Earning Crediting Options into or out of Company

common stock under this Plan.

5.5 Interest on Accounts. Notwithstanding any other provision of the Plan, a Participant's Accounts shall be credited monthly with interest based on the rates specified below, compounded annually.

(a) If a Participant does not designate an Earnings Crediting Option for an Account while employed with an Employer, such Account shall be credited with interest at the Declared Rate which is applicable for that Plan Year.

(b) Following a Participant's termination of Service for any reason other than Retirement, the Participant's Accounts will no longer be credited according to Section 5.2. Instead, the Participant's Accounts will be credited with the Declared Rate which is applicable for that calendar year.

(c) Except as provided in this Section 5.5(c), following a Participant's Retirement, the Participant's Accounts will no longer be credited according to Section 5.2. Instead, the Participant's Accounts will be credited with one hundred fifteen percent (115%) of the Declared Rate which is applicable for that calendar year. However, if a Participant elects to receive annual installments of his retirement benefit paid out as provided under Section 6.1(a), such Participant's Accounts will continue to be credited in accordance with Section 5.2. If a Participant receiving annual installment payments as provided under Section 6.1(a) dies before all of the installment payments have been made to him, after the Participant's death the Participant's Accounts will no longer be credited according to

Section 5.2. Instead, the Participant's Accounts will be credited with one hundred fifteen percent (115%) of the Declared Rate which is applicable for that calendar year.

5.6 Valuation of Accounts. The value of a Participant's Account as of any date shall equal the amounts theretofore credited to such Account, including any earnings (positive or negative) deemed to be earned on such Account in accordance with Section 5.2 through the day preceding such date, less the amounts theretofore deducted from such Account.

5.7 Statement of Accounts. The Committee shall provide to each Participant, not less frequently than quarterly, a statement in such form as the Committee deems desirable setting forth the balance standing to the credit of the Participant in his Account.

5.8 Distribution of Accounts. Any distribution made to or on behalf of a Participant from an Account in an amount which is less than the entire balance of such Account shall be made pro rata from each of the Earnings Crediting Options to which such Account is then allocated, unless another manner of distribution is approved by the Committee in its discretion.

5.9 Vesting of Accounts. Each Participant shall be one hundred percent

(100%) vested at all times in the amounts credited to such Participant's Normal Distribution Account, Rollover Account and In-Service Distribution Account. A Participant's interest in any credit to his 401(k) Restoration Account or his Profit Sharing Restoration Account and earnings thereon shall vest at the same rate and at the same time as vesting occurs under the Company's Investment Savings Plan and Profit Sharing Plan, respectively.

ARTICLE 6

BENEFITS TO PARTICIPANTS

6.1 Benefits Upon Retirement. In the case of a Participant whose Service with the Employer terminates on account of his Retirement, the Participant's Normal Distribution Account shall be distributed in (i) a lump sum or (ii) annual installment payments over two (2) to twenty (20) years, as elected by the Participant on an election form prescribed by the Committee for designation of the form of payment of retirement benefits under the Plan.

Regardless of a Participant's age or years of Service with the Company, after a Participant terminates Service with the Company, such Participant's entire Rollover Account balance shall be paid as retirement benefits in accordance with the method of payment the Participant elects in the designation of form of retirement benefit payments for his Normal Distribution Account and credited with earnings or one hundred fifteen percent (115%) of the Declared Rate as provided for such Participant's Normal Distribution Account pursuant to this Section 6.1.

A Participant may elect, in the election form for designation of form of retirement benefit payments for his Normal Distribution Account, to have the lump sum or annual installment payments which are payable following Retirement commence in January of the year following Retirement or in January of any year not more than then (10) years following Retirement (but not later than age 70).

A Participant may file a new election for payment of retirement benefits for his Normal Distribution Account, which will supersede his original election, at any time more than twelve (12) months preceding his Retirement without any penalty. Any subsequent election which is made less than twelve (12) months prior to Retirement will be null and void, and the Participant's next preceding timely election will be reinstated unless the Participant elects in writing to have the subsequent election take effect subject to the penalty described in Section 6.4, which shall be forfeited to the Company. After retirement benefits have commenced, a Participant may not change the period of time for which retirement benefits are payable. However, a Participant may convert installment payments to a lump sum distribution subject to the penalty described in Section 6.4, which shall be forfeited to the Company.

If the Participant makes no elections for payment of his retirement benefits, the Account shall be distributed in a lump sum or up to three equal annual installments, at the Committee's discretion, following the Participant's Termination Date. If the Committee requires retirement benefits to be paid out other than in a lump sum, interest will be credited on the Participant's unpaid Normal Distribution Account balance following the Participant's Termination Date at one hundred fifteen percent (115%) of the Declared Rate which is applicable for each calendar year.

A Participant who elects annual installments shall select the method of determining the installment payment amounts. The available methods are as follows:

(a) The Fractional Method. The initial installment payment shall be in an amount equal to (i) the value of the Account as of the last business day of the month

preceding the date of payment, divided by (ii) the number of annual installment payments elected by the Participant. The remaining annual installments shall be paid in January of each succeeding year in an amount equal to (i) the value of such Account as of December 15 of the immediately preceding year, divided by (ii) the number of installments remaining. In accordance with Sections 5.2 and 5.5, the Participant's Normal Distribution Account will continue to be credited in accordance with Section 5.2.

(b) The Amortized Method. Annual installment payment amounts shall be calculated by amortizing the Account balance, in approximately level payments of principal and earnings, based on a rate equal to one hundred fifteen percent (115%) of the Declared Rate established for the year payments are to begin. After the initial installment payment, the remaining annual installments shall be paid in January of each succeeding year. Annual installment payment amounts shall be redetermined as of December 15 of the year prior to payment. In accordance with Sections 5.2 and 5.5, the Participant's Normal Distribution Accounts will no longer be credited according to Section 5.2. Instead, the Participant's Normal Distribution Account will be credited with one-hundred fifteen percent (115%) of the Declared Rate for each calendar year.

6.2 Benefits Upon Termination of Service. In the case of Participant whose Service with the Employer terminates prior to the earliest date on which he is eligible for Retirement, other than on account of his Disability or death, the Participant's Normal Distribution Account shall be distributed in a lump sum or up to three equal annual installments, at the Committee's discretion, following the Participant's Termination Date. If the Committee requires termination benefits to be paid out other than in a lump sum, interest will

be credited on the Participant's unpaid Normal Distribution Account balance following the Participant's Termination Date at the Declared Rate which is applicable for each calendar year.

A Participant who has more than ten (10) Years of participation in the Plan may elect not later than twelve (12) months prior to his termination of Service to have termination benefits paid in annual installment payments over five (5) years which shall be computed in the same manner as set forth in Section 6.1(a), rather than in a lump sum. If the Participant elects to have termination benefits paid in annual installment payments over five (5) years, interest will be credited on the Participant's unpaid Normal Distribution Account balance following the Participant's Termination Date at the Declared Rate which is applicable for each calendar year. If the Participant does not make a timely election to receive annual installment payments, termination benefits will be paid in a lump sum or up to three equal annual installments, at the Committee's discretion, following the Participant's Termination Date. If the Committee requires the termination benefits to be paid out other than in a lump sum, interest will be credited on the Participant's unpaid Normal Distribution Account balance following the Participant's Termination Date at the Declared Rate which is applicable for each calendar year.

A Participant may elect not later than twelve (12) months prior to his termination of Service to receive or commence receiving termination benefits either (a) within thirty (30) days after the end of the calendar quarter in which termination of Service occurs or (b) in the January following termination of Service. Interest will be credited on the Participant's unpaid Normal Distribution Account balance following such Participant's Termination Date at

the Declared Rate which is applicable from the end of the month following the Participant's Termination Date through the date of payment in January following the Participant's Termination Date. If the Participant does not make a timely election, termination benefits will be paid or commence within thirty (30) days after the end of the calendar quarter in which the Participant's Termination Date occurs.

6.3 In-Service Distribution. If permitted by the Committee, in its discretion, a Participant may elect to defer all or a portion of his Deferral Commitment into an In-Service Distribution Account and receive distributions from such In-Service Distribution Account prior to termination of Service ("In-Service Distribution") subject to the following restrictions:

(a) Timing of Election. The election to take an In-Service Distribution from an In-Service Distribution Account must be made at the time the In-Service Distribution Account is established. An In-Service Distribution Account must be established prior to the commencement of the period in which the related deferred Base Salary and/or Bonuses are to be earned. No deferrals may be made into a Participant's In-Service Distribution Account during any Plan Year in which the Participant is receiving an In-Service Distribution from such Account.

(b) Amount of Withdrawal. The entire In-Service Distribution Account must be paid out at the time and in the form elected by the participant when the In-Service Distribution Account is established.

(c) Timing and Form of In-Service Distribution. The In-Service

Distribution shall be paid in (i) a single lump sum or (ii) annual installments over two (2) to four (4) years which shall be computed in the same manner as set forth in Section 6.1(a). The In-Service Distribution shall commence at the time elected by the Participant in the election form in which the In-Service Distribution Account is elected. In no event shall an In-Service Distribution be made prior to the completion of five (5) Plan Years following the start of deferrals into such In-Service Distribution Account. If a Participant elects to receive his In-Service Distribution in annual installments, the Participant's In-Service Distribution Account will continue to be credited in accordance with Section 5.2. Following the complete distribution of an In-Service Distribution Account, a Participant may make new deferrals into a new In-Service Distribution Account. A Participant may have only one In-Service Distribution Account at a time.

If a Participant who has elected to defer into an In-Service Distribution Account has a termination of Service due to Retirement, the Participant's In-Service Distribution Account will earn interest pursuant to Section 5.5 and shall be paid out in accordance with the Participant's election for payment of his In-Service Distribution Account. However, if a Participant dies after Retirement but prior to payment of all of such Participant's In-Service Distribution Account, the Participant's In-Service Distribution Account shall be paid out immediately in a lump sum.

If a Participant who has elected to defer into an In-Service Distribution Account has a termination of Service for reasons other than Retirement prior to the In-Service Distribution date elected by the Participant, the Participant's election to receive an In-Service Distribution will be disregarded and shall be void. In such event, the Participant's In-Service

Distribution Account shall be paid out immediately in a lump sum or shall be paid in up to three equal annual installments, at the Committee's discretion, with interest credited to the In-Service Distribution Account at the Declared Rate which is applicable for each calendar year.

If a Participant has a termination of Service after the commencement of payment of In-Service Distribution benefits with respect to an In-Service Distribution Account, the Company will pay to the Participant (or the Participant's Beneficiary in the event of the Participant's death) the remaining installments of the In-Service Distribution benefits for the In-Service Distribution Account at the same time as such payments would have been made to the Participant if the Participant had not had a termination of Service. However, the Participant's In-Service Distribution Account will no longer be credited according to Section 5.2. Instead, the Participant's In-Service Distribution Account will be credited with the Declared Rate which is applicable for that calendar year.

6.4 Unscheduled Withdrawal. Notwithstanding any other provisions of the Plan, a Participant or a Beneficiary of a deceased Participant may elect at any time to withdraw all or a portion of his vested Account balance of any of his Accounts subject to a penalty equal to a ten percent (10%) (or six percent (6%) within two years after a Change in Control) reduction in the portion of the vested Account balance withdrawn, which shall be forfeited to the Company. After receiving any such distribution, a Participant will not be permitted to participate in or elect a new deferral under the Plan for a period of six months or until the following Plan Year, whichever is greater, following the date of the distribution.

6.5 401(k) Restoration Account. For each Plan Year, the Company shall credit contributions to the 401(k) Restoration Account of each Participant who has made the maximum elective deferrals under Code Section 402(g) or the maximum elective contributions under the terms of the Company's Investment Savings Plan (the "401(k) Plan"). The Company's contribution into any such Participant's 401(k) Restoration Account for each Plan Year shall be equal to fifty percent (50%) of (a) the Participant's Deferral Commitments under this Plan that otherwise would have been paid to the Participant during the applicable Plan Year and (b) the Participant's 401(k) Plan Basic Post-Tax Contribution Allotment or Basic Pre-Tax Contribution (each as defined by the Company's 401(k) Plan), up to a total of three percent (3%) of the Participant's Compensation (as defined by the Company's 401(k) Plan), without regard to any limitations imposed by the Code. The Company's contributions to a Participant's 401(k) Restoration Account shall be reduced by the Company's matching contributions credited to the Participant under the Company's 401(k) Plan for the applicable Plan Year. The Company's contributions shall be credited to a Participant's 401(k) Restoration Account no later than the end of the quarter following the time the Company's matching contributions would have been credited under the 401(k) Plan.

A Participant's interest in any amount credited to his 401(k) Restoration Account under this Section 6.5 and earnings thereon shall be vested as provided in Section 5.9. Earning will be credited on the amount credited to a Participant's 401(k) Restoration Account in accordance with the provisions of Sections 5.2 and 5.5 at such times and in such manner as the Committee may determine.

Upon Retirement, Disability, death or other termination of Service, the vested

Account balance of a Participant's 401(k) Restoration Account shall be paid into such Participant's Normal Distribution Account and shall then be paid out in accordance with elections made by the Participant for his Normal Distribution Account.

Participants who in any Plan Year are not entitled to receive a Company contribution under the Company's 401(k) Plan will not be entitled to receive Company contributions under this Section 6.5 for such Plan Year.

6.6 Profit Sharing Restoration Account. For each Plan Year, the Company shall credit contributions in accordance with the formula below to the Profit Sharing Restoration Account of each Participant who is eligible to be allocated Company profit sharing contributions under the Company's Profit Sharing Plan. The Company's contribution into any such Participant's Profit Sharing Restoration Account for each Plan Year shall be equal to a percentage of the Participant's Compensation (as defined by the Company's Profit Sharing Plan) which is payable during the Plan Year before deducting deferrals under this Plan and without regard to any limitations imposed by the Code that is the same percentage of the Participant's Compensation (as defined by the Company's Profit Sharing Plan) which is payable during the Plan Year before deducting deferrals under this Plan and without regard to any limitations imposed by the Code, as the Company's discretionary Contribution (as defined by the Company's Profit Sharing Plan) is to such Participant's Compensation (as defined by the Company's Profit Sharing Plan) for the Plan Year. The Company's contributions to a Participant's Profit Sharing Restoration Account shall be reduced by the Company's discretionary Contributions (as defined by the Company's Profit Sharing Plan) credited to the Participant under the Company's Profit Sharing Plan for the applicable Plan Year. The

Company's contributions shall be credited to a Participant's Profit Sharing Restoration Account no later than the end of the quarter following the time the Company's discretionary Contributions (as defined by the Company's Profit Sharing Plan) would have been credited under the Profit Sharing Plan.

A Participant's interest in any amount credited to his Profit Sharing Restoration Account under this Section 6.6 and earnings thereon shall be vested as provided in Section 5.9. Earnings will be credited on the amount credited to a Participant's Profit Sharing Restoration Account in accordance with the provisions of Sections 5.2 and 5.5 at such times and in such manner as the Committee may determine.

Upon Retirement, Disability, death or other termination of Service, the vested Account balance of a Participant's Profit Sharing Restoration Account shall be paid into such Participant's Normal Distribution Account and shall then be paid out in accordance with elections made by the Participant for his Normal Distribution Account.

Participants who in any Plan Year are not entitled to receive a Company contribution under the Company's Profit Sharing Plan will not be entitled to receive Company contributions under this Section 6.6 for such Plan Year.

ARTICLE 7

DISABILITY

In the event a Participant has a Disability, the Participant's right to make any

further deferrals under this Plan shall terminate. The Participant's Normal Distribution Account and Rollover Account shall continue to be credited with earnings in accordance with Section 5.2 until such Accounts are fully distributed. The Participant's Normal Distribution Account and Rollover Account shall be distributed to the Participant in accordance with the Participant's election of form of payment of retirement benefits for his Normal Distribution Account pursuant to Section 6.1(a) if the Participant is eligible for Retirement, or in a lump sum payment as soon as practicable following the Termination Date if the Participant is not eligible for Retirement.

ARTICLE 8

SURVIVOR BENEFITS

If a Participant dies after reaching Retirement eligibility but before commencement of payment of retirement benefits with respect to his Normal Distribution Account, the Employer shall pay to the Participant's Beneficiary such Account balance. Payments shall commence within sixty (60) days after the Participant's death, irrespective of when retirement benefits would have commenced if the Participant had survived. Such payments shall be made in accordance with the method of payment the Participant elects in the designation of form of retirement benefit payments for his Normal Distribution Account.

If a Participant dies before reaching Retirement eligibility and before commencement of payment of termination benefits with respect to his Normal Distribution Account, the Employer shall pay to the Participant's Beneficiary such Account balance. Payments shall commence within sixty (60) days after the Participant's death, irrespective of

when benefits would have commenced if the Participant had survived. Such payments shall be made in accordance with the method of payment the Participant elects in the designation of form of survivor benefit payments for his Normal Distribution Account. The available forms of payment of survivor benefits for Participant's who have not reached Retirement eligibility are (a) lump sum or (b) annual installments over 3, 5 or 10 years which shall be computed in the same manner as set forth in Section 6.1(a). If a Participant elects annual installments, after the initial annual installment payment, the remaining annual installments shall be paid in January of each succeeding year.

Regardless of a Participant's age or years of Service with the Company, if a Participant dies before commencement of payment of retirement benefits with respect to his Rollover Account, the Employer shall pay to the Participant's Beneficiary such Account balance. Payments shall commence within sixty (60) days after the Participant's death, irrespective of when retirement benefits would have commenced if the Participant had survived. Such payments shall be made in accordance with the method of payment the Participant elects in the designation of form of retirement benefit payments for his Normal Distribution Account.

However, irrespective of the Participant's election, a survivor benefit payable from an Account with a balance of less than $25,000 will be paid in a lump sum. In addition, irrespective of the Participant's election, if the Beneficiary is not the Participant's spouse on the date of Participant's death, the foregoing survivor benefit will only be paid in a lump sum. Also, if no election is made, survivor benefits shall be paid out in a lump sum after the death of the Participant.

If the Participant dies after the commencement of payment of retirement or termination benefits with respect to his Normal Distribution Account or after commencement of payment of retirement benefits with respect to his Rollover Account, the Company will pay to the Participant's Beneficiary the remaining installments of any such benefit that would have been paid to the Participant had the Participant survived.

After the Participant's death, in accordance with Section 5.5, such Participant's Accounts will no longer be credited according to Section 5.2. Instead, the Participant's Accounts will be credited with interest for each calendar year (or portion thereof after the Participant's death) at either the Declared Rate or one hundred fifteen (115%) of the Declared Rate (whichever was applicable prior to the Participant's death) which is applicable for that calendar year.

ARTICLE 9

EMERGENCY BENEFIT

In the event that the Committee, upon written request of a Participant, determines, in its sole discretion, that the Participant has suffered an unforeseeable financial emergency, the Company shall pay to the Participant, as soon as practicable following such determination, an amount necessary to meet the emergency, after deducting any and all taxes as may be required to be withheld pursuant to Section 11.6 (the "Emergency Benefit"). For purposes of this Plan, an unforeseeable financial emergency is an unexpected need for cash arising from an illness, casualty loss, sudden financial reversal, or other such unforeseeable

occurrence. Cash needs arising from foreseeable events such as the purchase of a house or education expenses for children shall not be considered to be the result of an unforeseeable financial emergency.

Any amounts paid to a Participant as an Emergency Benefit shall be treated as distributions from the Participant's Account, but shall not be subject to a reduction penalty. Notwithstanding anything in this Plan to the contrary, a Participant who receives an Emergency Benefit in any Plan Year shall not be entitled to make any further deferrals for the remainder of such Plan Year.

ARTICLE 10

SETTLEMENT AND VALUATION DATES

10.1 Settlement and Valuation Dates. Except as otherwise provided in the Plan, lump sum payments or the commencement of annual installment payments will occur on a "Settlement Date" within 30 days after the end of the calendar quarter in which a Participant becomes entitled to receive benefits. Except as otherwise provided in the Plan, the "Valuation Date" which will be used to value the Participant's Account will be the last day of the preceding quarter before the "Settlement Date." For example, a lump sum payment made at the end of January will be based on the Participant's Account balance as of the preceding December 31.

ARTICLE 11

MISCELLANEOUS

11.1 Amendment or Termination. The Plan may be amended, suspended, discontinued or terminated at any time by the Board, or by any other committee or entity authorized by the Board, provided, however, that no such amendment, suspension, discontinuance or termination shall reduce or in any manner adversely affect the rights of any Participant with respect to benefits that are payable or may become payable under the Plan based upon the balance of the Participant's Account as of the effective date of such amendment, suspension, discontinuance or termination.

11.2 Designation of Beneficiary. Each Participant may designate a Beneficiary or Beneficiaries (which Beneficiary may be an entity other than a natural person) to receive any payments which may be made following the Participant's death. Such designation may be changed or canceled at any time without the consent of any such Beneficiary. Any such designation, change or cancellation must be made in a form approved by the Committee and shall not be effective until received by the Committee, or its designee. If no Beneficiary has been named, or the designated Beneficiary or Beneficiaries shall have predeceased the Participant, the Beneficiary shall be the Participant's estate.

11.3 Limitation of Participant's Right. Nothing in this Plan shall be construed as conferring upon any Participant any right to continue in the employment of the Employer, nor shall it interfere with the rights of the Employer to terminate the employment of any Participant and/or take any personnel action affecting any Participant without regard to the effect which such action may have upon such Participant as a recipient or prospective recipient of benefits under the Plan.

11.4 Obligations to Employer. If a Participant becomes entitled to a distribution of benefits under the Plan, and if at such time the Participant has outstanding any debt, obligation, or other liability representing an amount owing to the Employer, then the Employer may offset such amount owed to it against the amount of benefits otherwise distributable. Such determination shall be made by the Committee.

11.5 Nonalienation of Benefits. Except as expressly provided herein, no Participant or Beneficiary shall have the power or right to transfer (otherwise than by will or the laws of descent and distribution), alienate, or otherwise encumber the Participant's interest under the Plan. The Company's obligations under this Plan are not assignable or transferable except to (a) a corporation which acquires all or substantially all of the Company's assets or (b) any corporation into which the Company may be merged or consolidated. The provisions of the Plan shall inure to the benefit of each Participant and the Participant's Beneficiaries, heirs, executors, administrators or successors in interest.

11.6 Withholding Taxes. The Company may make such provisions and take such actions as it may deem necessary or appropriate for the withholding of any taxes which the Company is required by any law or regulation of any governmental authority, whether Federal, state or local, to withhold in connection with any benefits under the Plan, including, but not limited to, (a) the withholding of appropriate sums from any amount otherwise payable to the Participant (or his Beneficiary) or (b) making arrangements with the Participant prior to any deferral or any payments from the Plan for payment of all such Federal, State or local taxes that are required to be withheld. Each Participant, however, shall be responsible for the payment of all individual tax liabilities relating to any such benefits.

11.7 Trust Fund. The Employer shall be responsible for the payment of all benefits provided under the Plan. At its discretion, the Company may establish one or more trusts, with such trustees as the Board of Directors or the Committee may approve, for the purpose of providing for the payment of such benefits. Such trust or trusts may be irrevocable, but the assets thereof shall be subject to the claims of the Company's creditors. To the extent any benefits provided under the Plan are actually paid from any such trust, the Employer shall have no further obligation with respect thereto, but to the extent not so paid, such benefits shall remain the obligation of, and shall be paid by, the Employer.

11.8 Unfunded Status of Plan. The Plan is intended to constitute an "unfunded" plan of deferred compensation for Participants. Benefits payable hereunder shall be payable out of the general assets of the Company, and no segregation of any assets whatsoever for such benefits shall be made. With respect to any payments not yet made to a Participant, nothing contained herein shall give any such Participant any rights that are greater than those of a general creditor of the Company.

11.9 Severability. If any provision of this Plan is held unenforceable, the remainder of the Plan shall continue in full force and effect without regard to such unenforceable provision and shall be applied as though the unenforceable provision were not contained in the Plan.

11.10 Governing Law. The Plan shall be construed in accordance with and governed by the laws of the State of New Jersey, without reference to the principles of conflict

laws.

11.11 Headings. Headings are inserted in this Plan for convenience of reference only and are to be ignored in the construction of the provisions of the Plan.

11.12 Gender, Singular & Plural. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, or neuter, as the identify of the person or persons may require. As the context may require, the singular may be read as the plural and the plural as the singular.

11.13 Notice. Any notice or filing required or permitted to be given to the Committee under the Plan shall be sufficient if in writing and hand delivered, or sent by registered or certified mail, to the Committee or to such representatives as the Committee may designate from time to time. Such notice shall be deemed given as to the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

11.14 Arbitration. Any controversy or claim arising out of or relating to this Plan shall be settled by binding arbitration in Princeton, New Jersey, in accordance with the Employment Dispute Resolution Rules of the American Arbitration Association. The parties shall seek to agree upon appointment of the arbitrator and the arbitration procedures. If the parties are unable to reach such agreement, a single arbitrator shall be appointed pursuant to the AAA Employment Dispute Resolution Rules, and the arbitrator shall determine the arbitration procedures. Any award pursuant to such arbitration shall be included in a written decision which shall state the legal and factual reasons upon which the award was based, including all the elements involved in the calculation of any award of damages. Any such award shall be deemed final and binding and may be entered and enforced in any state or federal court of competent jurisdiction. The arbitrator shall interpret the Plan in accordance with the laws of New Jersey. Each party shall pay its own fees and expenses incurred in any arbitration under this Plan.

IN WITNESS WHEREOF, the Company has caused this amended and restated Plan to be executed this _____________ day of ____________, 1997, to be effective as of June 1, 1997.

Church & Dwight Co., Inc.

By:

President

By:

Secretary

EXHIBIT 11

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES
EXHIBIT 11 - COMPUTATION OF EARNINGS PER SHARE
(In thousands except per share amounts)

	1997	1996	1995
BASIC:			
Net Income	$24,506	$21,228	$10,152
Weighted average shares outstanding	19,461	19,534	19,567
Basic earnings per share	$ 1.26	$ 1.09	$ .52
DILUTED:			
Net Income	$24,506	$21,228	$10,152
Weighted average shares outstanding	19,461	19,534	19,567
Incremental shares under stock option plans	510	163	161
Adjusted weighted average shares outstanding	19,971	19,697	19,728
Diluted earnings per share	$ 1.23	$ 1.08	$ .51

1

CHURCH & DWIGHT CO., INC. 1997 ANNUAL REPORT

CHURCH & DWIGHT CO., INC.(R) Annual Report 1997

2

CHURCH & DWIGHT CO., INC.(R) 1997 ANNUAL REPORT

CHURCH & DWIGHT CO., INC.(R)
469 NORTH HARRISON STREET
PRINCETON, NJ 08543-5297

3

Founded in 1846, Church & Dwight Co., Inc. is the world's leading producer of sodium bicarbonate, popularly known as baking soda, a natural product which cleans, deodorizes, leavens and buffers. The Company specializes in developing uses for sodium bicarbonate and related products which are packaged and sold, primarily under the ARM & HAMMER(R) trademark, through grocery stores, drugstores and mass merchandisers, and to industrial customers and distributors.

financial highlights (in millions, except for per share data)

	1997	1996
Sales	$ 574.9	$ 527.8
Income from operations	$ 30.6	$ 27.3
Net income	$ 24.5	$ 21.2
Net income per share - basic	$ 1.26	$ 1.09
Net income per share - diluted	$ 1.23	$ 1.08
Dividends per share	$ 0.46	$ 0.44

4

Dear Fellow Stockholder:

[PHOTO OMITTED]

Dwight C. Minton R. A. Davies, III
Chairman of the Board President and Chief Executive Officer

WE ARE PLEASED TO REPORT THAT THE COMPANY MET ITS FINANCIAL GOALS FOR SOLID SALES AND EARNINGS GAINS IN 1997. EQUALLY IMPORTANT WAS OUR LAUNCH OF A NUMBER OF BUSINESS INITIATIVES WHICH SET THE STAGE FOR FUTURE GROWTH. OF PARTICULAR SIGNIFICANCE IS THE 11.7 PERCENT SALES IMPROVEMENT IN SECOND HALF 1997, A PACE WE EXPECT TO MAINTAIN OR EXCEED IN 1998. COMING OFF THIS STRONG GROWTH RATE, WE HAVE BOTH THE ENERGY AND THE MOMENTUM TO BUILD SUBSTANTIAL VALUE FOR OUR STOCKHOLDERS.

FOR THE FULL YEAR, NET INCOME ADVANCED 15 PERCENT TO $24.5 MILLION, EQUIVALENT TO BASIC EARNINGS OF $1.26 PER SHARE, COMPARED TO $21.2 MILLION, OR $1.09 PER SHARE A YEAR AGO. DILUTED EARNINGS WERE $1.23 PER SHARE VERSUS $1.08 IN THE PRIOR YEAR. BASIC AND DILUTED EARNINGS ARE REPORTED UNDER THE NEW ACCOUNTING RULES EFFECTIVE YEAR-END 1997. SALES ROSE 8.9 PERCENT TO $574.9 MILLION, UP FROM $527.8 MILLION IN THE PREVIOUS YEAR.

IN JULY, WE RAISED OUR QUARTERLY DIVIDEND BY 9 PERCENT TO 12 CENTS A SHARE, THE FIRST INCREASE SINCE 1993.

FINANCIAL OBJECTIVES In our 1996 Annual Report, I described two key financial objectives which we believe will produce excellent rewards for shareholders: first, to achieve annual sales gains in the high single- or low double-digit range; second, to raise our operating margin to a 10 percent level. Because most of our long-term growth has been internal rather than by acquisitions, the Company is relatively efficient in its use of capital. This advantage, together with the combination of the growth and margin goals, will result in a return on operating capital of well over 15 percent, a figure equal to or exceeding that of most of our leading competitors.

SALES GROWTH As to sales, we are clearly on-track, with an 8.9 percent growth rate for the full year. About a quarter of this amount came from acquired products, and the balance from a combination of one new product launch and growth in existing products. In mid-1997, we announced four major initiatives for future growth which will be discussed in depth later in this report:

> $10 million acquisition of a 40 percent interest in QGN/Carbonor, Brazil's largest sodium bicarbonate and only barium bicarbonate producer, in June.

> $31 million acquisition of BRILLO(R) and four other household cleaning brands from The Dial Corporation, in August.

> National launch of ARM & HAMMER SUPER SCOOPTM, The Baking Soda Clumping Litter, in August.

> National launch of ARM & HAMMER DENTAL CARETM, The Baking Soda Gum, in October, with product shipments commencing in early 1998.

Supplementing new products and acquisitions, we are exploring additional avenues of expansion. In mid-1997, we began a program to license the ARM & HAMMER trademark for use by related products or product lines which could benefit from association with our trademark. We are also interested in entering into strategic alliances with companies with which we could jointly engage in product development and marketing. To date, we have not announced any specific product license or strategic alliance, but we hope to form such relationships later this year.

Financial Objectives

MARGINS As to margins, our 1997 operating margin level of 6.3 percent, adjusted for the Armand Products joint venture income, was well below our 10 percent objective and only slightly higher than the reported margin for the previous year. Underlying this small gain was a significant margin improvement in our existing businesses, offset by a substantial increase in investment spending. The unusually high spending level in 1997 included expenditures of $14.5 million in new product launch and test market activity and $4.5 million for new information systems. Had we not made these investments, our operating margin at year-end would have been approximately 10 percent, compared to 7 percent in 1996 and 5 percent in 1995. The fact remains, however, that our current margins are inadequate and need to be improved. To this end, we are working on the following key initiatives to help us reach the margin goal over a two-year period:

> In Second Quarter 1997, we completed the rollout of an improved and higher-margin reformulation of our laundry detergent powder, which appreciably strengthened sales. Following the same strategy, in early 1998 we will introduce an improved and higher-margin reformulation of our laundry detergent liquid.

> Mid-1997, we began a $10 million overhaul of our information systems with the installation of a new software package which provides greater capabilities for sales forecasting, inventory management and truckload planning. During 1998, we will implement the next phase of this strategy with the installation of an enterprise package with order processing, accounting, purchasing and production planning capabilities. As we gain experience with this new software, we expect to see significant efficiencies, particularly in manufacturing and distribution.

> In Third Quarter 1997, we started the modernization of our Green River, Wyoming, sodium bicarbonate plant, a $7.3 million project. The new equipment, to be installed over a two-year period, uses our latest technology, and will reduce costs, enhance environmental compliance, and widen the range of specialty grades available.

> In January 1998, we moved our advertising function in-house from an outside operation, a decision which will broaden our access to creative resources in a cost-efficient manner.

VITAL ASSETS Helping us to implement both sets of initiatives is a wealth of vital assets. Our famous ARM & HAMMER trademark enjoys a 150-year heritage of quality and reliability. Today, 94 percent of U.S. consumers are familiar with the logo, which inspires instant trust and credibility, and approximately 50 percent of them purchase at least one ARM & HAMMER product annually, either as a food ingredient, a household product or for personal care.

Equally outstanding are the many properties of the Company's flagship product. ARM & HAMMER Baking Soda (sodium bicarbonate) is basically a simple molecule, $NaHCO_3$, which is safe and widely found in nature, and is present in living cells where it is essential to maintaining pH in the body. It is an alkali and reacts with acids to form neutral salts and water. This one product is at the same time a neutralizer, a leavener, a cleaner, a deodorizer, an antimicrobial, and good for the environment.

From this core product, Church & Dwight has built worldwide leadership in sodium bicarbonate and carbonate technology which includes related products in a unique breadth of applications, ranging from dental care and personal hygiene to household and industrial cleaning, space deodorization, animal nutrition, laundry and surface cleaning and environmental uses. This year the Company invested more than $15 million in R & D, much of it in exploring new technologies far beyond the confines of baking soda. Innovative products marketed in recent years include ARM & HAMMER DENTAL CARE(R) toothpastes, which pioneered the 30 percent baking soda segment of the toothpaste category; ARM & HAMMER Deodorant Anti-Perspirants, the first controlled-release baking soda deodorant products; ARM & HAMMER Rumen Buffers and Bypass Fats, a breakthrough in animal nutrition for dairy cattle; and in the industrial business, the unique carbonate-based ARMAKLEEN(R) line of safe and effective aqueous cleaning products.

THE ORGANIZATION Church & Dwight Co., Inc. also benefits from its comparatively small size which helps a highly motivated and creative organization maintain an entrepreneurial management style, facilitating fast decisions and rapid implementation. We are fortunate in having a strong corps of talented and dedicated employees, at all levels throughout the Company, who have contributed in a major way to the success of the various businesses.

In rewarding employees, our philosophy is to increase the amount of variable versus fixed pay. For example, Church & Dwight vice presidents expect to receive well over half of their compensation in the form of variable pay based on the Company's performance, specifically annual bonuses and long-term stock options. Early in 1998, we took another step in this direction by making a special option award to 31 executives and key managers who either have recently joined the Company, or for some reason did not have an adequate position in the option plan. We believe these special awards, which vest at various prices ranging from $36 to $50 a share, align management's interests even more closely with those of the stockholders. In addition, we took further steps to tie our annual bonus awards to absolute results versus our major competitors. In other words, employees can only receive outstanding bonuses if the Company out-performs the competition in terms of growth and profitability.

During the year, we added two executives to our Elected Officers Management Team: Eugene F. Wilcauskas joined Church & Dwight as President and Chief Operating Officer of the Specialty Products Division on April 1, 1997. From his career start with Monsanto Company, he moved to Dart & Kraft, and more recently was President of Akzo Nobel Inc. James P. Crilly was promoted to the elective office of Senior Vice President Arm & Hammer Division effective February 28, 1997. He had previously served the Company as Vice President Sales from 1980 to 1984 when he left to join California Home Brands, Inc. He returned to Church & Dwight in February 1995 as Vice President Sales, where he has played a key role in reinvigorating the sales of our consumer brands.

OUTLOOK The natural role for a company our size is to create value by growing the business rapidly, even though from time to time this may involve the short-term sacrifice of operating margin. In 1998, our growth will be led by our two Consumer Product launches of ARM & HAMMER SUPER SCOOP Clumping Litter and ARM & HAMMER DENTAL CARE Gum, together with a full year of BRILLO sales and further development of our Specialty Cleaning businesses. We also expect to see continued growth in our existing businesses, particularly laundry detergents and deodorant anti-perspirants. Given these excellent opportunities, our objective is to achieve a double-digit growth rate in 1998.

Our second major objective is to improve margins. Earlier in this letter, I described several important initiatives designed to improve the Company's cost structure. The high level of investment spending required for the two new product launches, and increased marketing support in defense of our toothpaste franchise, will affect our operating margin particularly in First Half 1998. Nevertheless, as our various initiatives take effect, we do expect to see some improvement in margins before year-end.

While quarterly results will fluctuate, we remain optimistic that for the full year, the combination of higher sales and some margin improvement will lead to a solid gain in earnings.

Sincerely,

/s/ R. A. Davies, III

R. A. Davies, III
President and Chief Executive Officer

January 21, 1998

Elected Officers Management Team: (left to right)
James P. Crilly, Mark A. Bilawsky, Raymond L. Bendure,
Eugene F. Wilcauskas, Robert A. Davies, III, Zvi Eiref,
Mark G. Conish, Dennis M. Moore

Consumer Products

BAKING SODA-BASED HOUSEHOLD PRODUCTS

Over half of our consumer business consists of high performance baking soda-based products marketed in two major categories, household products and personal care.

OUR STRATEGY, APPLICABLE TO BOTH HOUSEHOLD PRODUCTS AND PERSONAL CARE PRODUCTS:

... TO GROW RAPIDLY BY CREATING A SERIES OF UNIQUE, HIGH-VALUE, SERIOUS ARM & HAMMER BRANDS THAT TAKE ROOT FROM ARM & HAMMER BAKING SODA, OR FROM EACH OTHER. IN SO DOING, TO CLEARLY ESTABLISH OURSELVES AS THE BAKING SODA EXPERTS, COMPETENTLY CREATING AND LEADING THE BAKING SODA SEGMENTS OF THE CATEGORIES WE ENTER.

The most recent household product is ARM & HAMMER SUPER SCOOP, The Baking Soda Clumping Litter, launched in Third Quarter 1997. Developed to compete in the fast-growing $350 million clumping segment of the cat litter market, the product uses today's most advanced clumping technology to address the primary consumer need of odor control. The baking soda eliminates the odors on contact, including odors caused by germs; the superior clumping action is fast and hard, enabling easy removal without crumbling.

SUPER SCOOP is available in a Fresh Clean Scent or Unscented, in 7-pound and 14-pound sizes. Consumer promotion began in late November with high-impact color inserts and coupon offers in major market newspaper supplements nationwide, followed in First Quarter 1998 by television commercials demonstrating product superiority versus ordinary clumping litters, along with consumer testimony to product performance. Heavy promotional support will continue throughout the year.

A predecessor to ARM & HAMMER SUPER SCOOP, which continues to do well in its special niche market, is ARM & HAMMER Cat Litter Deodorizer, introduced in 1992 as a baking-soda based product to destroy odors naturally when added to ordinary cat litter.

Our flagship product, ARM & HAMMER Baking Soda, is well-known for its many household and personal care uses. We have underway several initiatives for cleaning and deodorizing applications, one or more of which will be introduced late in 1998.

ARM & HAMMER Carpet & Room Deodorizer regained its leadership position in foodstores in the Third Quarter, following an advertising and promotion campaign focused on pet owners. We will continue targeting this market, as well as veterinarians, throughout the year. Soon to appear on the shelves is a new closure device, a package improvement which not only locks in the scent but also allows the consumer to sample the fragrance at retail without spoilage.

Household Products

Consumer Products

BAKING SODA-BASED PERSONAL CARE PRODUCTS

ARM & HAMMER DENTAL CARE toothpastes performed satisfactorily over the year in the face of intensive competition in the category. Two line extensions, introduced late in 1996, did exceptionally well: ARM & HAMMER DENTAL CARE Extra Whitening offers baking soda's natural whitening ability which is clinically proven to whiten teeth in two weeks; and ARM & HAMMER DENTAL CARE Smooth Spearmint which is flavor-striped to deliver baking soda benefits with a refreshing mint taste. In Third Quarter 1997, ARM & HAMMER DENTAL CARE gels were reformulated to deliver improved taste, texture and the breath-freshening benefit demanded by younger consumers. The PEROXICARE(R) brand was also restaged with a new stripe formulation that broadens appeal and better communicates its content of both peroxide and baking soda.

The toothpaste category has become more and more competitive, and 1998 is expected to be a record year for heavily supported new product introductions. Spending for ARM & HAMMER DENTAL CARE dentifrices will be significantly increased in 1998 as we implement aggressive marketing strategies in defense of our franchise.

The newest addition to the line is ARM & HAMMER DENTAL CARE, The Baking Soda Gum, a premium-priced, technically superior baking soda-based oral care product. After year-long test market research, the national launch to the trade began in late 1997 followed by shipments to retail outlets in early 1998.

ARM & HAMMER DENTAL CARE Gum pioneers a new category shelved in the dentifrice aisle of the store as a companion product to ARM & HAMMER DENTAL CARE toothpastes. The new product reinforces oral care by cleaning teeth when you can't brush, and has been clinically proven to reduce plaque by 25 percent after four weeks of daily chewing. Three fresh-tasting sugar-free flavors of cinnamon, spearmint and peppermint are available in 12- or 36-pellet packages. The integrated marketing program began with dental professional detailing in First Quarter 1998, to be followed in the Second Quarter by national television advertising and promotional programs.

Our deodorant anti-perspirant business enjoyed a good year, with ARM & HAMMER the fastest growing brand in the category. Central to this success is the product claim that ARM & HAMMER Deodorant Anti-Perspirant with Baking Soda absorbs and eliminates odor instead of just covering it up. The national launch of ARM & HAMMER Aerosol Deodorant Anti-Perspirant in Third Quarter 1997 completes a full product line of aerosols, oval sticks, wide sticks and roll-ons in the $1.5 billion category.

Consumer Products

LAUNDRY AND HOUSEHOLD CLEANING PRODUCTS

OUR STRATEGY:

... TO ESTABLISH CHURCH & DWIGHT AS A MAJOR FACTOR IN THE $7 BILLION HOUSEHOLD PRODUCTS BUSINESS, PRIMARILY USING OUR FAMOUS TRADEMARK TO MARKET MIDDLE-PRICED BRANDS ACCEPTABLE TO THE GREAT MAJORITY OF AMERICAN CONSUMERS.

... TO ADD TO THIS, VIA ACQUISITION, OTHER STRONG BRAND EQUITIES CAPABLE OF DELIVERING THE SAME OBJECTIVES.

ARM & HAMMER Powder Laundry Detergent had an exceptionally good year, with volumes in record territory and well ahead of 1996 sales, moving us up to the 3 position on a washload basis in food stores nationwide. We are very satisfied with the brand's growth, as well as with improvements in its profitability.

We are also pleased with the performance of ARM & HAMMER Liquid Laundry Detergent, which strongly outpaced the category. Early in 1998, we will be reformulating the brand and making significant process and packaging changes.

In late August, we closed our transaction with The Dial Corporation to acquire a group of five household cleaning brands for a purchase price of approximately $31 million. The acquired brands, along with a manufacturing plant located in London, Ohio, are running at an annual sales level of approximately $40 million, have been fully integrated into the Church & Dwight business, and are expected to be profitable in 1998.

The best known is BRILLO Steel Wool Soap Pads, designed to clean aluminum pots and pans and first marketed in 1917. BRILLO Soap Pads, including the steel wool, are manufactured at the London, Ohio, plant along with a companion product, BRILLO Supreme, a soapless steel wool pad. A third product is the BRILLO All-Purpose Pad, a meshed scrubber for scratchless cleaning.

Other acquired brands include PARSONS'(R) Ammonia, a versatile and economical all-purpose cleaner; CAMEO(R) Aluminum & Stainless Steel Cleaner; RAIN DROPS(R), a water softener; and a regional brand, SNO BOL(R) Toilet Bowl Cleaner.

In early 1998, we reached a further agreement with The Dial Corporation to acquire its TOSS `N SOFT(R) Dryer Sheets brand, together with a production line located at the London, Ohio, facility. We will market this product alongside our existing ARM & HAMMER Fabric Softener Sheets.

All of the acquired products are currently undergoing scrutiny in our R & D laboratories, and quality improvements are in progress. We see several opportunities for building the brands and improving their cost structure, although it is too early to comment on future plans. 10

Specialty Products

Specialty products account for approximately 25 percent of Church & Dwight sales, including our 50 percent share in the Armand Products joint venture. In recent years, we have expanded the business beyond its base of sodium bicarbonate to include a range of related chemicals, as well as two specialized product lines in animal nutrition and specialty cleaning.

OUR STRATEGY:

...TO SOLIDIFY WORLDWIDE LEADERSHIP IN SODIUM BICARBONATE AND POTASSIUM CARBONATE, WHILE BROADENING OUR PRODUCT OFFERINGS TO OTHER RELATED CHEMICALS.

... TO BUILD A SPECIALIZED HIGH-MARGIN SPECIALTY CLEANING BUSINESS, ALLYING CARBONATE TECHNOLOGY, THE ARM & HAMMER TRADEMARK AND ENVIRONMENTAL POSITIONING.

PERFORMANCE PRODUCTS

The Company has maintained its position as the leading supplier worldwide of sodium bicarbonate for a variety of products in the food, household, pharmaceutical and healthcare fields. As these businesses mature, we are focusing our efforts on high-value applications which require exceptional purity and special granulations. A major step in this direction is the modernization of our sodium bicarbonate plant in Green River, Wyoming, a $7.3 million, two-year project and a key initiative for 1998.

Similarly, our Armand Products joint venture continued to be the leading potassium carbonate producer worldwide. As this market matures, we are increasing our export business, especially to the Far East. The major product use continues to be in the manufacture of video glass for television sets and personal computers.

Seeking to benefit from our strong North American leadership position in sodium bicarbonate/carbonate technology, we acquired for $10 million, in June 1997, a 40 percent interest in the Brazilian company, QGN/Carbonor, South America's largest producer of sodium bicarbonate. The company is also the country's only producer of barium carbonate, used primarily in the video glass business and sold in the same markets as potassium carbonate. Our agreement includes an option for Church & Dwight to increase its interest in the company to 75 percent by March 31, 1999. QGN/Carbonor's combined sales for 1997 were approximately $25 million.

Brotherton Speciality Products, Ltd., our United Kingdom subsidiary, continued its solid performance, expanding its lines of ammonium and potassium specialty chemicals. Brotherton also distributes all of our Specialty Cleaning Products throughout Europe.

With strong international growth, over 20 percent of the Specialty Products business, including our share of affiliates, is conducted offshore, evenly distributed among the Far East, Latin America and Europe.

ANIMAL NUTRITION PRODUCTS

In the agricultural area, our animal nutrition lines, both in rumen buffers and by-pass fats, had an excellent year. MEGALAC(R) Rumen Bypass Fat enjoyed significant growth. The dairy industry's acceptance of the product's value as a high-energy nutritional supplement to boost milk production is expected to continue to rise as milk production per cow increases. The new value-added MEGALAC products are contributing to this growth, providing higher margins than the base product.

SPECIALTY CLEANING PRODUCTS

We continue to invest in specialty cleaning, a fragmented industrial market which we entered in 1995 with the objective of gradually building, over a period of years, a major business utilizing our aqueous-based cleaning technology.

In mid-1996, we announced our alliance with Safety-Kleen Corp., the world's largest recycler of industrial and automotive cleaning fluids, to provide parts cleaning customers with aqueous-based AquaWorksTM developed by Church & Dwight technologists. After a slow start, volume is growing, and we look to further progress in anticipation of legislation enacted by the South Coast Air Quality Management District of Southern California which bans the use of products emitting volatile organic compounds after December 31, 1998.

Such legislation should also benefit our other aqueous cleaners: ARMAKLEEN M-series for precision cleaning in the optical, aerospace and automotive industries; and the ARMAKLEEN E-series for cleaning circuit boards in the electronics industry. In Third Quarter 1997, we concluded an agreement with Alpha Metals, a division of the Cookson Company, to license Church & Dwight's ARMAKLEEN E-series technology for worldwide manufacture and distribution.

In early 1997, ARMEX(R) Cleaning and Coating Removal Systems, our non-toxic blasting business for the removal of paint and process residues, consolidated operations at a single location in New Jersey, and is now focused on high-value process applications.

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Eleven-Year Financial Review
(Dollars in millions, except per share data)

operating results	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987
Net sales:											
Consumer products	$ 459.0	417.6	380.6	393.0	410.4	409.3	386.1	331.1	295.6	249.4	231.6
Specialty products	115.9	110.2	105.2	98.0	97.3	87.2	80.7	80.2	75.8	82.1	73.5
Total	574.9	527.8	485.8	491.0	507.7	496.5	466.8	411.3	371.4	331.5	305.1
Marketing	$ 142.1	130.6	119.2	128.4	116.1	115.8	89.1	66.3	43.0	35.1	37.1
Research & development	$ 15.8	17.8	18.5	20.6	21.2	17.8	13.4	12.3	7.9	6.3	5.4
Income from operations	$ 30.6	27.3	8.4	1.5	35.6	37.7	34.0	28.9	25.2	23.6	20.1
Net income	$ 24.5	21.2	10.2	6.1	26.3	29.5	26.5	22.5	8.6	16.5	14.0
% of sales	4.3%	4.0%	2.1%	1.2%	5.2%	5.9%	5.7%	5.5%	2.3%	5.0%	4.6%
Net income per share - basic	$ 1.26	1.09	.52	.31	1.30	1.45	1.29	1.05	.42	.75	.64
Net income per share - diluted	$ 1.23	1.08	.51	.31	1.28	1.42	1.29	1.05	.41	.74	.63
financial position											
Total assets	$ 351.0	308.0	293.2	294.5	281.7	261.0	244.3	249.2	242.5	241.7	245.4
Long-term debt	6.8	7.5	7.5	7.5	7.6	7.7	7.8	29.6	52.2	55.6	56.8
Stockholders' equity	179.3	165.3	153.7	153.9	169.4	159.1	139.2	118.7	111.6	112.0	116.1
Long-term debt as a % of total capitalization	4%	4%	5%	5%	4%	5%	5%	20%	32%	33%	33%
Working capital	$ 23.2	36.8	22.1	23.4	54.6	40.7	34.1	46.1	66.8	58.8	68.8
Current ratio	1.2	1.4	1.2	1.2	1.8	1.5	1.4	1.6	2.2	2.2	2.5
other data											
Average common shares outstanding (In thousands)	19,461	19,534	19,567	19,706	20,223	20,338	19,831	20,455	20,728	21,985	21,976

Return on average stockholders' equity	14.2%	13.3%	6.6%	3.8%	16.0%	19.8%	20.5%	19.5%	7.7%	14.4%	12.7%
Cash dividends paid	$ 9.0	8.6	8.6	8.7	8.5	7.7	6.7	6.1	5.4	5.1	4.7
Cash dividends paid per common share	$ .46	.44	.44	.44	.42	.38	.34	.30	.26	.23	.211/2
Stockholders' equity per common share	$ 9.23	8.50	7.87	7.88	8.43	7.82	6.85	5.87	5.39	5.35	5.27
Additions to property, plant and equipment	$ 9.9	7.1	19.7	28.4	28.8	12.5	19.3	10.0	10.4	11.3	12.4
Depreciation and amortization	$ 14.3	13.6	13.1	11.7	10.6	9.8	9.5	8.9	8.5	8.2	7.8
Employees at year-end	1,137	937	941	1,028	1,096	1,092	1,081	994	1,070	1,000	950
Statistics per employee:											
(In thousands)											
Sales	$ 506	563	516	478	463	455	432	414	347	332	321
Operating earnings	27	29	9	1	33	35	31	29	24	24	21

FINANCIAL REVIEW

The Financial Review discusses the Company's performance for 1997 and compares it to previous years. This Review is an integral part of the Annual Report and should be read in conjunction with all other sections.

1997 COMPARED TO 1996

Net Sales

Net sales increased 8.9% in 1997 primarily due to growth in the consumer products business.

Consumer products were up 9.9% mainly on higher sales of ARM & HAMMER Laundry Detergent products, the national introduction of ARM & HAMMER SUPER SCOOP, The Baking Soda Clumping Litter, and the addition of five product lines, including BRILLO, acquired in late August from The Dial Corporation. Of the major personal care product lines, ARM & HAMMER Deodorant Anti-Perspirant sales were higher, and ARM & HAMMER DENTAL CARE toothpaste sales were lower, than in the previous year.

Specialty products were up 5.2% led by higher sales of animal nutrition products, as well as continued growth of the new specialty cleaning product line. Performance products were slightly lower than in the previous year.

Operating Costs

The Company's gross margin increased .5 points to 42.5%. A major factor was the reduction in manufacturing costs resulting from cost improvement programs, which included plant reorganization activities initiated in the latter part of 1996, as well as the final rollout of a reformulated laundry detergent powder in the second quarter of 1997. Lower research & development spending on the Xosten drug development program also contributed to the margin increase. These margin improvements were partially offset by higher manufacturing costs of ARM & HAMMER DENTAL CARE toothpaste related to a major buy-one-get-one-free promotion during the year, and higher research & development spending on consumer and specialty products.

Selling, general and administrative expenses increased $19.2 million to $213.7 million. This increase largely stemmed from higher selling costs related to the introductory launch of ARM & HAMMER SUPER SCOOP Clumping Litter and test market costs associated with ARM & HAMMER DENTAL CARE, The Baking Soda Gum. These increases were partially offset by lower promotion costs for ARM & HAMMER DENTAL CARE toothpaste. General and administrative expenses increased primarily as a result of higher information systems costs related to the installation of a new logistics system and initial spending on a new enterprise package, as well as additional personnel costs in support of new business initiatives.

Other Income and Expenses

The Armand Products Company, our potassium carbonate joint venture with Occidental Chemical Corporation, saw a 4% sales increase driven by higher export business. The resulting profitability improvement from this joint venture activity, along with a small partial year contribution from our 40% equity interest in a Brazilian chemical company, were the primary reasons for the $.9 million increase in equity income.

Investment income was slightly higher than a year ago primarily as a result of interest earned on a tax refund stemming from resolution of prior year issues.

Other income in 1997 consists mainly of a settlement from a long-standing class action suit against the carbon dioxide supply industry and minor foreign exchange gains. Other expenses of $.4 million in 1996 included foreign exchange losses incurred by our Venezuelan subsidiary due to the devaluation of the local currency.

Interest expense in 1997 was approximately $.6 million higher than in the previous year and was the result of using short-term debt to finance the purchase of the five brands from The Dial Corporation in late August.

Taxation

The effective tax rate for 1997 was 36.7%, compared to 36.0% in the previous year. The increase in the effective rate is primarily due to a higher effective state tax rate.

Net Income and Earnings Per Share

The Company's net income for 1997 was $24.5 million, compared to $21.2 million in 1996. Basic earnings per share for 1997 were $1.26, compared to $1.09 in 1996. Diluted earnings per share for 1997 were $1.23, compared to $1.08 in 1996.

1996 COMPARED TO 1995

Net Sales

Net sales increased 8.6% in 1996 primarily due to growth in the consumer products business.

Consumer products were up 9.7% mainly on higher sales of ARM & HAMMER Liquid Laundry Detergent, which was relaunched as a 4/10-cup formula earlier in the year, as well as higher sales of ARM & HAMMER DENTAL CARE and ARM & HAMMER Deodorant Anti-Perspirant with Baking Soda. These increases were partially offset by lower sales of ARM & HAMMER Carpet & Room Deodorizer, which experienced intense competition in a declining category.

Specialty products were up 4.8% led by higher sales of MEGALAC Rumen Bypass Fat, and strong results from the Company's Brotherton subsidiary in the United Kingdom. Sales of the new liquid cleaning products also increased, although from a low base.

Operating Costs

The Company's gross margin increased 1.6 points to 42.0%. A major factor was the reduction in ARM & HAMMER Liquid Laundry Detergent manufacturing costs related to the start-up of in-house production and the change to a 4/10-cup formula. Other factors contributing to the margin increase included greater efficiencies in distribution and lower research & development spending. These margin improvements were partially offset by higher manufacturing costs on ARM & HAMMER DENTAL CARE related to a major buy-one-get-one-free promotion in the latter part of the year, and a provision for plant reorganization costs.

Selling, general and administrative expenses increased $10.8 million to $194.5 million. This increase largely represented higher selling costs for laundry detergent products, particularly liquid laundry detergent, where heavy promotion costs were incurred during the relaunch. General and administrative expenses declined, as expected, reflecting the full-year effect of the reduction in corporate headcount implemented in mid-1995 and further reductions in legal and outside service fees, partially offset by higher software costs.

Other Income and Expenses

The Armand Products Company, our potassium carbonate joint venture with Occidental Chemical Corporation, saw a 22% decline in sales due to lower volume and pricing caused by new competition in the industry. This competitive activity, which had been anticipated for some time, was the primary reason for the $2.2 million decline in equity income.

Investment income was $.3 million higher than the prior year as a result of a higher level of funds available for investment.

Other expenses of $.4 million in 1996 included foreign exchange losses incurred by our Venezuelan subsidiary due to the devaluation of the local currency.

Interest expense in 1996 was approximately $.9 million lower than in the previous year and was the result of the repayment of short-term debt in the first half of the year.

Taxation

The effective tax rate for 1996 was 36.0%, compared to 37.7% in the previous year. The decrease in the effective rate is due to the utilization of foreign operating loss carry-forwards in 1996 for which the benefits were not recognizable in 1995, as well as a lower effective state tax rate.

Net Income and Earnings Per Share

The Company's net income for 1996 was $21.2 million, compared to $10.2 million in 1995. Basic earnings per share for 1996 were $1.09, compared to $.52 in 1995. Diluted earnings per share for 1996 were $1.08, compared to $.51 in 1995.

LIQUIDITY AND CAPITAL RESOURCES

The Company's balance sheet at December 31, 1997 remains strong as compared to the balance sheet position at the year-end 1996. Cash and short-term investments, before considering short-term debt, totaled nearly $19 million at the end of 1997, compared to $28 million at December 31, 1996.

In 1997, operating cash flow was almost $18 million. Major factors contributing to the cash flow from operating activities included higher operating earnings, non-cash charges for depreciation and amortization, offset by a higher working capital position resulting from an increase in accounts receivable on the higher sales, and higher inventories from new and acquired products. Operating cash flow together with short-term borrowings of $32 million were mainly used to fund the $31 million purchase of the five brands from The Dial Corporation, and to finance the $10 million investment in a Brazilian chemical company. In addition, cash flow was used to fund capital expenditures, pay cash dividends, and acquire 116,000 shares of treasury stock.

The Company has maintained a long-term debt-to-capital ratio at or below 5% for the last seven years. At December 31, 1997, the Company had $43 million available through short-term lines of credit. Capital expenditures in 1998 are expected to be higher than in 1997 and comparable to the level of depreciation and amortization. Management believes that operating cash flow, coupled with the

Company's access to credit markets, will be more than sufficient to meet the anticipated cash requirements for the coming year.

In 1996, operating cash flow was almost $34 million. Major factors contributing to the cash flow from operating activities included higher operating earnings than in 1995, non-cash charges for depreciation and amortization, and a better overall working capital position. Operating cash flow was used to fund capital expenditures and an additional investment in the Armand Products Company. Operating cash flow was also used to repay short-term debt, purchase 139,000 shares of treasury stock, and to pay cash dividends.

OTHER ITEMS

New Accounting Pronouncement

During June 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information". This Statement requires the disclosure of financial and descriptive information about reportable operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly in deciding how to allocate resources and in assessing performance. The Company's disclosures will be affected by this Statement. The Company has not yet completed its evaluation of the appropriate segments to disclose. This Statement is effective for the Company's 1998 year-end financial statements.

Year 2000

The Company began implementing a new information system during 1997 which is year 2000 compliant. Remaining planned expenditures are estimated at approximately $4 million which is not expected to have a material adverse impact on the Company's cash flows or financial position. The Company cannot predict, however, whether its suppliers or customers have appropriately addressed their year 2000 system processing issues and what impact, if any, this will have on the Company's operations.

Competitive Environment

The Company operates in highly competitive consumer-product markets, in which cost efficiency and innovation are critical to success.

ARM & HAMMER laundry detergent products are sold as value brands which makes their cost position especially important. To stay competitive in this category, the Company completed its rollout of a reformulated powder laundry detergent product in 1997, and is working on further cost reductions in 1998 through the reformulation of its liquid laundry detergent.

The Company has been very successful in recent years in entering the dentifrice and personal deodorant businesses using the unique strengths of its ARM & HAMMER trademark and baking soda technology. These are highly innovative markets, characterized by a continuous flow of new products and line extensions, and heavy spending on advertising and promotion. In 1997, the Company reformulated its DENTAL CARE gels for improved taste and restaged the PEROXICARE brand with a new stripe formulation in the dentifrice category, and added an aerosol line extension in the deodorant category. The dentifrice business, in particular, has become much more competitive and 1998 is expected to be a record year for heavily supported new product introductions. Because of this competitive background, the Company anticipates that marketing spending levels will be higher in 1998 than in the previous year.

In the fourth quarter of 1997, the Company launched ARM & HAMMER SUPER SCOOP, The Baking Soda Clumping Litter, to compete in the fast growing clumping segment of the cat litter market. Furthermore, in the first quarter of 1998, the Company is launching ARM & HAMMER DENTAL CARE, The Baking Soda Gum, a premium-priced, baking soda-based oral care product. The introduction of new products usually involves heavy marketing costs in the year of launch, and it generally takes at least a year, and sometimes much longer, for a new product to become profitable.

In the specialty products business, competition for the two major products, sodium bicarbonate and potassium carbonate, remained intense in 1997. Sodium bicarbonate sales have been impacted by a nahcolite-based sodium bicarbonate manufacturer which has been operating at the lower end of the business and is now making an effort to enter the higher end. The Company is increasing its research & development spending, particularly on specialized high-value applications in the medical and food processing fields, and has begun modernizing its Green River, Wyoming, plant. As for potassium carbonate, the Company is expecting market demand to increase in 1998 or 1999 which should help alleviate pressures from three competitors in this business. These events have been anticipated for some time, but their effect on the business may not be clear until well into 1998.

During the year, the Company continued to pursue opportunities to build a specialized high-margin industrial cleaning business using our recently developed aqueous-based technology. While this opportunity holds great promise, it requires a major up-front financial commitment in research & development and marketing, and the outcome will not be known for some time.

Cautionary Note on Forward-Looking Statements

This Annual Report includes forwarding-looking statements, many of which depend on factors outside the Company's control, such as economic conditions, market demand and industry capacity, competitive products and pricing, raw material costs and other matters. With regard to new product introductions, there is particular uncertainty related to trade, competitive and consumer reactions. Future performance may be affected by changes in one or more of these factors.

Common Stock Price Range and Dividends	1997			1996		
	Low	High	Dividend	Low	High	Dividend
1st Quarter	$ 21 5/8	$ 29	$ 0.11	$ 17 1/2	$ 21 5/8	$ 0.11
2nd Quarter	24 1/8	28 3/4	0.11	19 3/4	22 3/4	0.11
3rd Quarter	25 5/8	31	0.12	20	22 1/2	0.11
4th Quarter	26 7/8	32 3/4	0.12	20	23 3/4	0.11
Full Year	$ 21 5/8	$ 32 3/4	$ 0.46	$ 17 1/2	$ 23 3/4	$ 0.44

Based on composite trades reported by the New York Stock Exchange.

Approximate number of holders of Church & Dwight's Common Stock as of December 31, 1997: 10,000

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Consolidated Statements of Income
(Dollars in thousands, except per share data)

Year ended December 31,	1997	1996	1995

Net Sales	$ 574,906	$ 527,771	$ 485,759
Cost of sales	330,682	306,047	289,734
Gross profit	244,224	221,724	196,025
Selling, general and administrative expenses	213,668	194,461	183,669
Restructuring charges	--	--	3,987
Income from Operations	30,556	27,263	8,369
Equity in earnings of affiliates	6,057	5,140	7,389
Investment earnings	1,666	1,544	1,249
Gain on disposal of product lines	--	--	339
Other income(expense)	1,320	(424)	201
Interest expense	(912)	(352)	(1,255)
Income before taxes	38,687	33,171	16,292
Income taxes	14,181	11,943	6,140
Net Income	$ 24,506	$ 21,228	$ 10,152
Weighted average shares outstanding (in thousands) - Basic	19,461	19,534	19,567
Weighted average shares outstanding (in thousands) - Diluted	19,971	19,697	19,728
Net Income Per Share - Basic	$ 1.26	$ 1.09	$ .52
Net Income Per Share - Diluted	$ 1.23	$ 1.08	$ .51

See Notes to Consolidated Financial Statements.

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Consolidated Balance Sheets
(Dollars in thousands)

December 31,	1997	1996
Assets		
Current Assets		
Cash and cash equivalents	$ 14,949	$ 22,902
Short-term investments	3,993	5,011
Accounts receivable, less allowances of $1,532 and $1,478	49,566	41,837
Inventories	61,275	48,887
Current portion of note receivable	4,131	--
Deferred income taxes	9,802	11,962
Prepaid expenses	5,727	4,920
Total Current Assets	149,443	135,519
Property, Plant and Equipment (Net)	142,343	138,371
Note Receivable from Joint Venture	6,869	11,000
Equity Investment in Affiliates	26,871	16,211
Long-term Supply Contract	2,775	3,314
Intangibles and Other Assets	22,713	3,556
Total Assets	$ 351,014	$ 307,971
Liabilities and Stockholders' Equity		
Current Liabilities		
Short-term borrowings	$ 32,000	$ --
Accounts payable and accrued expenses	92,090	93,375
Current portion of long-term debt	685	--
Income taxes payable	1,456	5,379

Total Current Liabilities	126,231	98,754
Long-term Debt	6,815	7,500
Deferred Income Taxes	20,578	20,005
Deferred Liabilities	3,786	2,392
Nonpension Postretirement and Postemployment Benefits	14,263	14,008
Commitments and Contingencies		
Stockholders' Equity		
Preferred Stock-$1 par value		
Authorized 2,500,000 shares, none issued	--	--
Common Stock-$1 par value		
Authorized 100,000,000 shares,		
issued 23,330,494 shares	23,330	23,330
Additional paid-in capital	34,097	33,364
Retained earnings	197,622	182,069
Cumulative translation adjustments	(591)	(194)
	254,458	238,569
Common stock in treasury, at cost:		
3,893,155 shares in 1997 and		
3,878,435 shares in 1996	(74,568)	(72,708)
Due from officers	(549)	(549)
Total Stockholders' Equity	179,341	165,312
Total Liabilities and Stockholders' Equity	$ 351,014	$ 307,971

See Notes to Consolidated Financial Statements.

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flow
(Dollars in thousands)

Year ended December 31,	1997	1996	1995
Cash Flow From Operating Activities			
Net Income	$ 24,506	$ 21,228	$ 10,152
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion and amortization	14,158	13,624	13,138
Loss on asset disposals	--	255	492
Equity in earnings of affiliates	(6,057)	(5,140)	(7,389)
Deferred income taxes	2,733	(272)	(198)
Other	155	245	380
Change in assets and liabilities:			
Decrease (increase) in short-term investments	1,018	16	(2,051)
(Increase) decrease in accounts receivable	(7,875)	2,793	(1)
(Increase) decrease in inventories	(7,108)	(7,437)	13,772
(Increase) decrease in prepaid expenses	(819)	397	(37)
(Decrease) increase in accounts payable	(1,118)	6,412	13,808
(Decrease) increase in income taxes payable	(3,683)	485	3,613
Increase in other liabilities	1,650	1,076	1,286
Net Cash Provided By Operating Activities	17,560	33,682	46,965

Cash Flow From Investing Activities			
Additions to property, plant and equipment	(9,918)	(7,114)	(19,702)
Distributions from affiliates	5,818	5,437	9,999
Investment in affiliate	(10,421)	(5,250)	--
Purchase of new product lines	(30,973)	--	--
Purchase of other assets	(727)	--	--
Purchase of license agreement	(1,000)	--	--
Purchase of officer loans	--	--	(2,744)
Repayment of officer loans	--	411	137
Proceeds from asset disposals	--	62	389
Net Cash Used in Investing Activities	(47,221)	(6,454)	(11,921)
Cash Flow From Financing Activities			
Proceeds (repayments) from short-term borrowing	32,000	(5,000)	(20,000)
Proceeds from stock options exercised	1,705	887	1,398
Purchase of treasury stock	(3,044)	(2,971)	(1,131)
Payment of cash dividends	(8,953)	(8,597)	(8,615)
Net Cash Provided by (Used in) Financing Activities	21,708	(15,681)	(28,348)
Net Change in Cash and Cash Equivalents	(7,953)	11,547	6,696
Cash and Cash Equivalents at Beginning of Year	22,902	11,355	4,659
Cash and Cash Equivalents at End of Year	$ 14,949	$ 22,902	$ 11,355
Cash paid during the year for:			
Interest (net of amounts capitalized)	$ 698	$ 362	$ 1,266
Income taxes	15,159	12,233	2,465

Supplemental disclosure of non-cash investing and financing activities:
During 1995, the Company purchased treasury stock from senior officers and reduced the notes receivable loan balance as consideration for the purchase in the amount of $1,784,000.

See Notes to Consolidated Financial Statements.

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity
(In thousands)

Years ended December 31, 1997, 1996, 1995

	Number of Shares		Amounts					
	Common Stock	Treasury Stock	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Cumulative Translation Adjustments	Due From Officers
January 1, 1995	23,330	(3,804)	$23,330	$(69,372)	$32,823	$ 167,901	$(741)	$ --
Net Income	--	--	--	--	--	10,152	--	--
Cash dividends	--	--	--	--	--	(8,615)	--	--
Stock option plan transactions including related income tax benefit	--	110	--	1,284	238	--	--	--
Purchase of treasury stock	--	(111)	--	(2,413)	--	--	--	--
Translation adjustments	--	--	--	--	--	--	55	--
Due from officers	--	--	--	--	--	--	--	(960)
December 31, 1995	23,330	(3,805)	23,330	(70,501)	33,061	169,438	(686)	(960)
Net Income	--	--	--	--	--	21,228	--	--
Cash dividends	--	--	--	--	--	(8,597)	--	--
Stock option plan transactions including related income tax benefit	--	59	--	683	229	--	--	--
Purchase of treasury stock	--	(139)	--	(2,971)	--	--	--	--
Other stock issuances	--	7	--	81	74	--	--	--
Translation adjustments	--	--	--	--	--	--	492	--
Officers repayment	--	--	--	--	--	--	--	411
December 31, 1996	23,330	(3,878)	23,330	(72,708)	33,364	182,069	(194)	(549)
Net Income	--	--	--	--	--	24,506	--	--

Cash dividends	--	--	--	--	--	(8,953)	--	--
Stock option plan transactions including related income tax benefit	--	101	--	1,184	733	--	--	--
Purchase of treasury stock	--	(116)	--	(3,044)	--	--	--	--
Translation adjustments	--	--	--	--	--	--	(397)	--
December 31, 1997	23,330	(3,893)	$23,330	$(74,568)	$34,097	$ 197,622	$(591)	$(549)

See Notes to Consolidated Financial Statements.

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

1. accounting policies

Business

The Company's principal business is the manufacture and sale of sodium carbonate-based products. It sells its products, primarily under the ARM & HAMMER trademark, to consumers through supermarkets, drug stores and mass merchandisers; and to industrial customers and distributors. In 1997, consumer products represented 80% and specialty products 20% of the Company's sales. The Company does approximately 96% of its business in the U.S. and Canada.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. The Company's 50 percent interest in its Armand Products Company joint venture and its 40 percent interest in a Brazilian bicarbonate/carbonate-related chemical company have been accounted for under the equity method of accounting. All material intercompany transactions and profits have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency Translation

Financial statements of foreign subsidiaries are translated into U.S. dollars in accordance with SFAS No. 52. Gains and losses on foreign currency transactions were not material.

Cash Equivalents

Cash equivalents consist of highly liquid short-term investments which mature within three months of purchase.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined primarily by using the last-in, first-out (LIFO) method.

Property, Plant and Equipment

Property, plant and equipment and additions thereto are stated at cost. Depreciation and amortization are provided by the straight-line method over the estimated useful lives of the respective assets.

Long-term Supply Contract

Long-term supply contract represents advance payments under a multi-year contract with a supplier of finished goods inventory. Such advance payments are applied over the life of the contract.

Goodwill

Goodwill recorded prior to November 1, 1970, is not being amortized, as management of the Company believes there has been no diminution in carrying value. Goodwill recorded in 1997 as part of the Brillo and related brand acquisition from The Dial Corporation and the investment in a Brazilian bicarbonate/carbonate-related chemical company is being amortized over 20-30 years using the straight line method.

Selected Operating Expenses

Research & development costs in the amount of $15,841,000 in 1997, $17,823,000 in 1996, and $18,544,000 in 1995, were charged to operations as incurred. Marketing costs in the amounts of $142,100,000 in 1997, $130,600,000 in 1996 and $119,200,000 in 1995 were charged to operations as incurred.

Earnings Per Share

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128 (SFAS 128), "Earnings per Share" which is effective for periods after December 15, 1997. The Company's interim and prior years results have been restated. Under SFAS 128, the Company has presented two earnings per share amounts.

Basic EPS is calculated based on income available to common shareholders and the weighted-average number of shares outstanding during the reported period. Diluted EPS includes additional dilution from potential common stock issuable pursuant to the exercise of stock options outstanding. Antidilutive stock options, in the amounts of 242,900 for 1997, 1,107,850 for 1996 and 767,200 for 1995, have been excluded.

Income Taxes

The Company recognizes deferred income taxes under the liability method; accordingly, deferred income taxes are provided to reflect the future consequences of differences between the tax bases of assets and liabilities and their reported amounts in the financial statements.

New Accounting Pronouncement

During June 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information". This Statement requires the disclosure of financial and descriptive information about reportable operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly in deciding how to allocate resources and in assessing performance. The Company's disclosures will be affected by this Statement. The Company has not yet completed its evaluation of the appropriate segments to disclose. This Statement is effective for the Company's 1998 year-end financial statements.

2. fair value of financial instruments and foreign exchange risk management

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at December 31, 1997 and 1996. Financial Accounting Standards No. 107, "Disclosures About Fair Value of Financial

Instruments," defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties.

(In thousands)	1997		1996	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets:				
Cash and cash equivalents	$ 14,949	$ 14,949	$ 22,902	$ 22,902
Short-term investments	3,993	3,993	5,011	5,011
Note receivable from joint venture	11,000	11,000	11,000	10,900
Due from officers	549	549	549	549
Financial Liabilities:				
Short-term borrowings	32,000	32,000	--	--
Current portion of long-term debt	685	685	--	--
Long-term debt	6,815	6,815	7,500	7,500

The following methods and assumptions were used to estimate the fair value of each class of financial instruments reflected in the Consolidated Balance Sheets:

Cash and Cash Equivalents

The Company has included as part of cash equivalents short-term highly liquid investments that are classified as trading securities. The cost of the investments can be specifically identified and approximates fair value because of the short maturity of the instruments.

Short-term Investments

The cost of the investments (trading securities) can be specifically identified and its fair value is based upon quoted market prices at the reporting date. At December 31, 1997 and 1996, both the cost and market value of the investments approximated each other.

Note Receivable from Joint Venture

The note receivable represents a loan to the Company's Armand Products Company joint venture. The note, which is secured by plant and equipment owned by the joint venture, bears interest at a rate of 8.25% and is due in installments from January 1998 through June 2000. Fair value is determined based on discounting cash flows using rates available on notes with similar terms.

Due from Officers

The amount of notes receivable equals fair value because of its short maturity.

Short-term Borrowings

The amounts of unsecured lines of credit equal fair value because of short maturities and variable interest rates.

Long-term Debt and Current Portion of Long-term Debt

The Company estimates that based upon the Company's financial position and the Bond's variable interest rate, the carrying value of its long-term debt approximates fair value.

Foreign Exchange Risk Management

The Company enters into forward exchange contracts to hedge anticipated but not yet committed sales denominated in the Japanese yen, English pound and Canadian dollar. The terms of these contracts are for periods of under 12 months. The purpose of the Company's foreign currency hedging activities is to protect the Company from the risk that the eventual dollar net cash inflows resulting from the sale of products to foreign customers will be adversely affected by changes in exchange rates. The amounts outstanding at December 31, 1997 and 1996 of "sell" contracts, translated into U.S. dollars using the rates current at the reporting date, were $2,419,000 and $5,294,000, respectively. The Company's accounting policy is to value these contracts at market value. At December 31, 1997, the Company had an immaterial unrealized gain and an immaterial unrealized loss at December 31, 1996.

3. inventories

Inventories are summarized as follows:

(In thousands)	1997	1996
Raw materials and supplies	$ 16,848	$ 13,031
Work in process	--	144
Finished goods	44,427	35,712
	$ 61,275	$ 48,887

Inventories valued on the LIFO method totaled $53,840,000 and $40,724,000 at December 31, 1997 and 1996, respectively, and would have been approximately $3,075,000 and $3,814,000 higher, respectively, had they been valued using the first-in, first-out (FIFO) method.

4. property, plant and equipment

Property, plant and equipment consist of the following:

(In thousands)	1997	1996
Land	$ 3,258	$ 3,195
Buildings and improvements	68,075	64,810
Machinery and equipment	165,174	155,635
Office equipment and other assets	13,355	11,835
Mineral rights	5,931	5,931
Construction in progress	3,304	1,641
	259,097	243,047
Less accumulated depreciation, depletion and amortization	116,754	104,676
Net property, plant and equipment	$ 142,343	$ 138,371

Depreciation, depletion and amortization of property, plant and equipment have been charged to operations in the amount of $13,249,000, $13,085,000 and $12,600,000 in 1997, 1996 and 1995, respectively. Interest charges in the amount of $109,000 and $41,000 were capitalized in connection with construction projects in 1997 and 1996, respectively.

5. equity investments

The following table reflects summarized financial information for the Armand Products Company joint venture. The Company accounts for its 50 percent interest in the joint venture under the equity method. Products and services are provided to the Armand Products Company by the joint venture partners at cost. As a result, the information below would not be indicative of the financial position or results of operation had the joint venture operated on a stand-alone basis.

(In thousands)	1997	1996	1995
Income Statement Data:			
Net sales	$ 40,870	$ 39,246	$ 50,539
Gross profit	14,050	12,963	17,297
Net income	10,702	9,372	13,870
Company's share in net income	5,351	4,686	6,935
Elimination of Company's share of intercompany interest expense	454	454	454
Equity in joint venture income	$ 5,805	$ 5,140	$ 7,389

(In thousands)	1997	1996
Balance Sheet Data:		
Current assets	$ 10,563	$ 8,783
Noncurrent assets	36,057	37,630
Current liabilities	3,224	2,990
Current portion of notes payable	4,131	--
Notes payable-Church & Dwight Co., Inc.	6,869	11,000
Partnership capital	32,396	32,423

In 1997, the Company acquired a 40 percent interest in a Brazilian bicarbonate/carbonate-related chemical company. The investment, costing approximately $10,400,000, was financed internally and includes goodwill of $4,500,000. The agreement includes an option for the Company to increase its interest to 75 percent by March 31, 1999.

6. acquisition

During the third quarter of 1997, the Company acquired a group of five household cleaning brands from The Dial Corporation. The cost of the acquisition was approximately $31,000,000 and the brands purchased were BRILLO(R) Soap Pads and related products, PARSONS(R) and BO-PEEP(R) Ammonia, CAMEO(R) Metal Polish, RAIN DROPS(R) Water Softener and SNO BOL(R) Cleaners. The acquisition was financed through short-term borrowings. Goodwill in the amount of $17,800,000 was recorded as part of the acquisition.

During the first quarter of 1998 the company agreed to purchase from The Dial Corporation Toss `N Soft(R) Dryer Sheets for approximately $5,300,000.

7. accounts payable and accrued expenses

Accounts payable and accrued expenses consist of the following:

(In thousands)	1997	1996
Trade accounts payable	$ 31,700	$ 28,867
Accrued marketing and promotion costs	45,097	47,739

Accrued wages and related costs	6,580	7,279
Accrued pension and profit-sharing	4,534	4,466
Other accrued current liabilities	4,179	5,024
	$ 92,090	$ 93,375

8. short-term borrowings and long-term debt

The Company has available unsecured lines of credit with major U.S. banks in the amount of $75 million of which $32 million was outstanding as of December 31, 1997. The weighted average interest rate on borrowings outstanding at December 31, 1997 was 6.1%.

Long-term debt and current portion of long-term debt consists of the following:

(In thousands)	1997	1996
Industrial Revenue Refunding Bond due in installments of $685 from 1998-2007 and $650 in 2008	$ 7,500	$ 7,500
	$ 7,500	$ 7,500

The Industrial Revenue Refunding Bond carries a variable rate of interest determined weekly, based upon current market conditions for short-term tax-exempt financing. The average rate of interest charged in 1997 and 1996 was 3.5%.

9. pension plans

The Company has defined benefit pension plans covering certain hourly employees. Pension benefits to retired employees are based upon their length of service and a percentage of qualifying compensation during the final years of employment. The Company's funding policy, which is consistent with federal funding requirements, is intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

Net pension cost includes the following components:

(In thousands)	1997	1996	1995
Service cost	$ 349	$ 355	$ 349
Interest cost on projected benefit obligation	891	852	825
Actual return on plan assets	(2,105)	(1,576)	(2,216)
Net amortization and deferral	936	532	1,357
Net periodic pension cost	$ 71	$ 163	$ 315

The table below reflects the funded status of the pension plans at December 31:

(In thousands)	1997	1996
Actuarial present value of accumulated benefit obligation:		
Vested benefits	$(10,617)	$ (9,790)
Nonvested benefits	(516)	(448)
	$(11,133)	$(10,238)
Actuarial present value of projected benefit obligation for service rendered to date	(13,301)	(12,255)
Plan assets at fair value	14,347	12,956
Projected benefit obligation less than plan assets	1,046	701
Unrecognized net (gain) from past experience different from that assumed and effects of changes in assumptions	(1,558)	(1,148)
Prior service cost not yet recognized in net periodic pension cost	213	234
Unrecognized net obligation at January 1, 1986 being recognized over 15 years	8	5
Loss due to currency fluctuations	38	26
Accrued pension cost	$ (253)	$ (182)

The assumptions used in determining the present value of the projected benefit obligation were as follows:	1997	1996
Weighted average discount rate	7.25%	7.5%
Future compensation growth rate	5.0%	5.0%
Expected long-term rate of return on plan assets	9.25%	9.25%

The plan assets primarily consist of equity mutual funds, fixed income funds and a guaranteed investment contract fund.

The Company also maintains a defined contribution profit sharing plan for salaried and certain hourly employees. Contributions to the profit sharing plan charged to earnings amounted to $4,100,000, $3,700,000 and $3,400,000 in 1997, 1996 and 1995, respectively.

The Company also has an employee savings plan. The Company matches 50% of each employee's contribution up to a maximum of 6% of the employee's earnings. The Company's matching contributions to the savings plan were $963,000, $940,000 and $1,001,000 in 1997, 1996 and 1995, respectively.

10. nonpension postretirement benefits

The Company maintains unfunded plans which provide medical benefits for eligible domestic retirees and their dependents. The Company accounts for these benefits in accordance with Statement of Financial Accounting Standards No. 106 (SFAS 106), "Employers' Accounting for Postretirement Benefits Other than Pensions." This standard requires the cost of such benefits to be recognized during the employee's active working career.

The following table provides information on the status of the plan at December 31:

(In thousands)	1997	1996

Accumulated postretirement benefit obligation:		
Retirees	$ (3,265)	$ (2,836)
Fully eligible active participants	(1,285)	(1,445)
Other active participants	(3,321)	(2,826)
	(7,871)	(7,107)
Unrecognized net gain	(4,269)	(5,010)
Unrecognized prior service	(1,265)	(1,014)
Accrued postretirement benefit obligation	$(13,405)	$(13,131)

Net postretirement benefit cost consisted of the following components:

(In thousands)	1997	1996	1995
Service cost - benefits earned during the year	$ 371	$ 350	$ 553
Interest cost on accumulated postretirement benefit obligation	530	482	686
Net amortization and deferral	(397)	(389)	(176)
Net postretirement benefit cost	$ 504	$ 443	$ 1,063

The accumulated postretirement benefit obligation has been determined by application of the provisions of the Company's medical plans including established maximums and sharing of costs, relevant actuarial assumptions and health-care cost trend rates projected at 7% in 1998, and ranging to 5.4% for years 1999 and beyond. The effect of a 1% increase in the assumed cost trend rate would increase the accumulated postretirement benefit obligation by approximately $477,000 and increase the net periodic postretirement benefit cost for 1997 by $80,000. The assumed discount rate used in determining the accumulated postretirement benefit obligation was 7.25% in 1997 and 7.50% in 1996. During 1996, the Company changed the eligibility requirements of the plan and established a maximum annual benefit based on years of service for those over 65 years of age.

11. income taxes

The components of income before taxes are as follows:

(In thousands)	1997	1996	1995
Domestic	$36,099	$30,353	$ 16,295
Foreign	2,588	2,818	(3)
Total	$38,687	$33,171	$ 16,292

The following table summarizes the provision for U.S. federal, state and foreign income taxes:

(In thousands)	1997	1996	1995
Current:			
U.S. federal	$ 9,180	$ 9,383	$ 4,831
State	1,794	1,971	1,148
Foreign	474	861	359
	$ 11,448	$ 12,215	$ 6,338
Deferred:			
U.S. federal	$ 2,243	$ (240)	$ (136)
State	439	(30)	(92)
Foreign	51	(2)	30
	$ 2,733	$ (272)	$ (198)
Total provision	$ 14,181	$ 11,943	$ 6,140

Deferred tax liabilities/(assets) consist of the following at December 31:

(In thousands)	1997	1996
Current deferred tax assets:		
Marketing expenses, principally coupons	$ (6,953)	$ (8,951)
Reserves and other liabilities	(1,464)	(1,635)
Uniform capitalization of expenses	175	151
Accounts receivable	(1,272)	(1,049)
Other	(288)	(478)
Total current deferred tax assets	(9,802)	(11,962)
Noncurrent deferred tax liabilities/(assets):		
Nonpension postretirement and postemployment benefits	(5,645)	(5,550)
Capitalization of items expensed	(1,977)	(1,856)
Loss carryforward	--	(440)
Valuation allowance	--	440
Depreciation and amortization	27,354	26,224
Investment in purchased tax credits	449	842
Provision on foreign subsidiaries' unremitted earnings	397	345
Net noncurrent deferred tax liabilities	20,578	20,005
Net deferred tax liability	$ 10,776	$ 8,043

The difference between tax expense and the "expected" tax which would result from the use of the federal statutory rate is as follows:

(In thousands)	1997	1996	1995
Statutory rate	35%	35%	35%
Tax which would result from use of the federal statutory rate	$ 13,540	$ 11,610	$ 5,702
Depletion	(473)	(481)	(403)
Research & development credit	(200)	--	(450)
State and local income tax, net of federal effect	1,451	662	686
Varying tax rates of foreign affiliates	151	(34)	19

Non-recognition of foreign affiliate loss	193	133	387
Recognition of foreign affiliate loss carryforward	(416)	(253)	--
Other	(65)	306	199
	641	333	438
Recorded tax expense	$ 14,181	$ 11,943	$ 6,140
Effective tax rate	36.7%	36.0%	37.7%

12. stock option plans

The Company has options outstanding under three plans. Under the 1983 Stock Option Plan and the 1994 Incentive Stock Option Plan, the Company may grant options to key management employees. The Stock Option Plan for Directors authorizes the granting of options to non-employee directors. Options outstanding under the plans are issued at market value, are exercisable on the third anniversary of the date of grant, and must be exercised within ten years of the date of grant. A grand total of 5,750,000 shares of the Company's common stock are authorized for issuance for the exercise of stock options.

Stock option transactions for the three years ended December 31, 1997 were as follows:	Number of Shares	Weighted Avg. Exercise Price
Outstanding at January 1, 1995	1,937,348	$20.89
Grants	103,700	17.69
Exercised	110,016	12.64
Cancelled	335,000	22.53
Outstanding at December 31, 1995	1,596,032	20.90
Grants	846,150	21.15
Exercised	58,500	15.29
Cancelled	99,000	22.73
Outstanding at December 31, 1996	2,284,682	21.06
Grants	57,773	25.15
Exercised	101,400	16.80
Cancelled	49,600	20.78
Outstanding at December 31, 1997	2,191,455	21.37

At December 31, 1997, 1996 and 1995, 1,240,532 shares, 711,532 shares and 658,232 shares were exercisable.

The table below summarizes information relating to options outstanding and exercisable at December 31, 1997.

Options Outstanding				Options Exercisable	
Exercise Prices	Options Outstanding	Weighted Average Exercise Price	Weighted Avg. Remaining Contractual Life	Options Exercisable	Weighted Average Exercise Price
$13.00 - $15.00	120,300	$13.25	1.0 years	120,300	$13.25
$15.01 - $20.00	544,432	17.48	5.9	484,432	17.34
$20.01 - $25.00	1,248,823	21.89	7.8	378,700	23.39

$25.01 - $30.00	142,100	28.31	3.6	121,300	28.37
$30.01 - $32.25	135,800	32.11	5.3	135,800	32.11

The fair value of options granted in 1997, 1996 and 1995 is $372,000, $4,706,000 and $526,000, respectively and the weighted average fair value per share of options granted in 1997, 1996 and 1995 is $6.44, $5.56 and $5.07, respectively.

The fair value of options granted in 1997, 1996 and 1995 is estimated on the date the options are granted based on the Black Scholes option-pricing model with the following weighted-average assumptions:

	1997	1996	1995
Risk-free interest rate	6.5%	6.3%	6.6%
Expected life	4.5 years	6.0 years	5.0 years
Expected volatility	23.1%	22.7%	27.0%
Dividend yield	1.7%	2.1%	2.0%

The Company accounts for costs of stock-based compensation in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," rather than the fair value based method in Statement of Financial Accounting Standards No. 123 (SFAS 123), "Accounting for Stock-Based Compensation." No compensation cost has been recognized for the Company's stock option plans. Had compensation cost been determined based on the fair values of the stock options at the date of grant in accordance with SFAS 123, the Company would have recognized additional compensation expense, net of taxes, of $1,113,000, $488,000 and $56,000 for 1997, 1996 and 1995, respectively. The Company's pro forma net income and pro forma net income per share for 1997, 1996 and 1995 would have been as follows:

(in thousands, except for per share data)	1997	1996	1995
Net Income:			
As reported	$ 24,506	$ 21,228	$ 10,152
Pro forma	23,393	20,740	10,096
Net Income per Share: basic			
As reported	$ 1.26	$ 1.09	$ .52
Pro forma	1.20	1.06	.52
Net Income per Share: diluted			
As reported	$ 1.23	$ 1.08	$ .51
Pro forma	1.17	1.05	.51

Since compensation expense associated with option grants is recognized over the vesting period, the initial impact of applying SFAS No. 123 on pro forma disclosure is not representative of the potential impact on pro forma net income for future years, when the effect of the recognition of a portion of compensation expense from multiple awards would be reflected.

13. restructuring charge

In 1995, the Company recorded a pre-tax restructuring charge of approximately $4,000,000 in connection with cost reduction programs and the write-off of assets related to the planned expansion of the Princeton, NJ, headquarters facility.

14. due from officers

In accordance with a long-term compensation plan approved by the Board of Directors, the Company sold shares of its common stock to senior officers totaling 70,000 shares and 60,000 shares in 1994 and 1993, respectively. The selling price was $22.63 and $32.25 per share, respectively, and in each case represented the market price on the date of the sale. These transactions, amounting to $3,520,000, were financed through loans to the individuals by financial institutions, and had been guaranteed by the Company. During 1995, the Company paid the financial institutions and lent the outstanding balance of $2,744,000 directly to the officers. Subsequent to this transaction, the Board of Directors and Management approved a repurchase plan whereby 60,000 shares were purchased from the officers at fair market value on October 2, 1995. The proceeds, along with a forgiveness of loans by the Company, in an amount equal to the excess of the original cost over the fair value reduced the outstanding notes receivable balance to $960,000 at December 31, 1995. The Company further agreed to indemnify each participant on an after-tax basis for the income tax impact of the loan forgiveness. A pre-tax charge of $662,000 was included in the Company's 1995 Statement of Income which represented the difference between the officers' cost and the market value of the stock, and the income tax indemnification at the date of the repurchase plan. As part of the repurchase, the officers were to pay off their remaining debt to the Company. The $411,000 loans had interest imputed at a rate of 6% and were paid in full in early 1996. The terms of the remaining note for $549,000 include a balloon payment due in four years with interest imputed at 6%. For those officers who borrowed funds to pay off the loans, the Company guaranteed the loans, but the Company would no longer be responsible for paying the interest costs. Furthermore, as part of this transaction, the officers agreed to the cancellation of their Employment Severance Agreements with the Company.

15. common stock voting rights and rights agreement

Effective February 19, 1986, the Company's Restated Certificate of Incorporation was amended to provide that every share of Company common stock is entitled to four votes per share if it has been beneficially owned continuously by the same holder (1) for a period of 48 consecutive months preceding the record date for the Stockholders' Meeting; or (2) since February 19, 1986. All other shares carry one vote. Specific provisions for the determination of beneficial ownership and the voting of rights of the Company's common stock are contained in the Company's Notice of Annual Meeting of Stockholders and Proxy Statement.

On April 26, 1989, the Board of Directors declared a dividend of one right for each share of outstanding common stock to be issued to stockholders of record on May 17, 1989, which will expire in ten years subject to earlier redemption by the Company. Under certain circumstances, the registered holder of each right would be entitled to purchase one one-hundredth of a share of the Junior Participating Cumulative Preferred Stock of the Company, or in certain circumstances either Company common stock or common stock of an acquiring company at one-half the market price.

16. commitments and contingencies

a. Rent expense amounted to $3,870,000 in 1997, $3,956,000 in 1996 and $4,107,000 in 1995. The Company is obligated for minimum annual rentals under non-cancelable long-term operating leases as follows:

(In thousands)

	1998	$ 3,097
	1999	2,481
	2000	2,161
	2001	1,942
	2002	1,263
Total future minimum lease commitments		$10,944

b. In December 1981, the Company formed a partnership with a supplier of raw materials which mines and processes sodium mineral deposits owned by each of the two companies in Wyoming. The partnership supplies the Company with the majority of its sodium raw material requirements. This agreement terminates upon two years' written notice by either company.

c. The Company, in the ordinary course of its business, is the subject of, or a party to, various pending or threatened legal actions. The Company believes that any ultimate liability arising from these actions will not have a material adverse effect on its consolidated financial statements.

17. unaudited quarterly financial information

(In thousands, except for per share data)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
1997					
Net sales	$ 129,621	$141,850	$146,328	$157,107	$574,906
Gross profit	54,860	60,781	63,167	65,416	244,224
Income from operations	6,180	8,550	9,303	6,523	30,556
Equity in earnings of affiliates	1,416	1,594	1,242	1,805	6,057
Net income	5,227	7,280	6,427	5,572	24,506
Net income per share - basic	$ .27	$ .37	$ .33	$ .29	$ 1.26
Net income per share - diluted	$ .26	$ .37	$ .32	$ .28	$ 1.23
1996					
Net sales	$ 121,548	$134,627	$137,090	$134,506	$527,771
Gross profit	51,762	57,731	58,886	53,345	221,724
Income from operations	4,730	8,484	7,030	7,019	27,263
Equity in earnings of affiliates	1,272	1,310	1,061	1,497	5,140
Net income	3,848	6,131	5,198	6,051	21,228
Net income per share - basic	$ .20	$ .31	$ .27	$ .31	$ 1.09
Net income per share - diluted	$ .20	$ .31	$ .26	$ .31	$ 1.08
1995					
Net sales	$ 117,963	$128,980	$120,509	$118,307	$485,759
Gross profit	49,270	53,727	49,235	43,793	196,025
Income/(loss) from operations	(250)	6,725	1,418	476	8,369
Equity in earnings of affiliates	2,429	2,253	1,116	1,591	7,389
Net income	1,143	5,642	1,566	1,801	10,152
Net income per share - basic	$ .06	$ .29	$ .08	$ .09	$ .52
Net income per share - diluted	$ .06	$ .29	$ .08	$ .08	$ .51

independent auditors' report

To the Stockholders and Board of Directors of
Church & Dwight Co., Inc.
Princeton, New Jersey

We have audited the accompanying consolidated balance sheets of Church & Dwight Co., Inc., and subsidiaries as of December 31, 1997 and 1996, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Church & Dwight Co., Inc. and subsidiaries at December 31, 1997 and 1996, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1997 in conformity with generally accepted accounting principles.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Parsippany, New Jersey
January 21, 1998

DIRECTORS

Cyril C. Baldwin, Jr.
Chairman of the Board
Cambrex Corporation
Director since 1983

William R. Becklean
Senior Vice President
Tucker Anthony, Inc.
Director since 1980

Robert H. Beeby
Retired President and
Chief Executive Officer
Frito-Lay, Inc.
Director since 1992

Robert A. Davies, III
President and
Chief Executive Officer
Church & Dwight Co., Inc.

Director since 1995

Rosina B. Dixon, M.D.
Physician and Consultant
Director since 1979

J. Richard Leaman, Jr.
Retired President and
Chief Executive Officer
S. D. Warren Company
Director since 1985

John D. Leggett III, Ph.D.
President
Sensor Instruments Co., Inc.
Director since 1979

Robert A. McCabe
President
Pilot Capital Corporation
Director since 1987

Dwight C. Minton
Chairman of the Board
Church & Dwight Co., Inc.
Director since 1965

Dean P. Phypers
Retired Senior Vice President
International Business
Machines Corporation
Director since 1974

Jarvis J. Slade
Partner
Hampton Capital Company
Director since 1970

John O. Whitney
Professor and
Executive Director
The Deming Center for
Quality Management
Columbia Business School
Director since 1992

OFFICERS

Robert A. Davies, III
President and
Chief Executive Officer

Raymond L. Bendure, Ph.D.
Vice President
Research & Development

Mark A. Bilawsky
Vice President,
General Counsel and Secretary

Mark G. Conish
Vice President
Manufacturing and Distribution

James P. Crilly
Senior Vice President
Arm & Hammer Division

Zvi Eiref
Vice President Finance and
Chief Financial Officer

Dennis M. Moore
Vice President
Corporate Business Development /
Arm & Hammer International

Eugene F. Wilcauskas
President and
Chief Operating Officer
Specialty Products Division

Leo T. Belill
Vice President
Specialty Products Division

Alfred H. Falter
Vice President
Procurement

W. Patrick Fiedler
Vice President Marketing
Specialty Products Division

Gary P. Halker
Vice President, Controller and
Chief Information Officer

Jaap Ketting
Vice President - Brazil

Henry Kornhauser
Vice President Creative Services

Larry B. Koslow
Vice President Marketing
Personal Care Products
Arm & Hammer Division

Ronald D. Munson
Vice President
International Operations
Specialty Products Division

Joyce F. Srednicki
Vice President Marketing
Household Products
Arm & Hammer Division

INVESTOR
INFORMATION

Corporate Headquarters

Church & Dwight Co., Inc.
469 North Harrison Street
Princeton, NJ 08543-5297
(609) 683-5900

Independent Auditors

Deloitte & Touche LLP
2 Hilton Court
Parsippany, NJ 07054

Transfer Agent and Registrar

ChaseMellon
Shareholder Services, LLC
85 Challenger Road
Ridgefield Park, NJ 07660
http://www.chasemellon.com

The Annual Meeting of
Stockholders will be held at:

11:00 a.m. Thursday, May 7, 1998
The Asia Society
725 Park Avenue
New York City

Stock Listing

Church & Dwight Co., Inc.
shares are listed on the
New York Stock Exchange.
The symbol is CHD.

10-K Report

Stockholders may obtain a copy of the Company's Form 10-K Annual Report to the Securities and Exchange Commission, for the year ended December 31, 1997, by writing to the Vice President Finance at Corporate Headquarters.

Quarterly Reports

Church & Dwight Co., Inc. mails quarterly reports to stockholders of record and to other persons who request copies. If your shares are not registered in your name but are held at a broker, bank or other intermediary, you can receive quarterly reports if you send a written request and provide your name and address to:

Church & Dwight Co., Inc.
c/o ChaseMellon
Shareholder Services, LLC
P.O. Box 3316
South Hackensack, NJ 07606

Stockholder Inquiries

Communications concerning stockholder records, stock transfer, changes of ownership, account consolidations, dividends and change of address should be directed to:

Church & Dwight Co., Inc.
c/o ChaseMellon
Shareholder Services, LLC
P.O. Box 3315
South Hackensack, NJ 07606
1-800-851-9677

Dividend Reinvestment Plan

Church & Dwight Co., Inc. offers an automatic Dividend Reinvestment Plan for our Common Stockholders. The Plan provides a convenient and economical method for stockholders of record to reinvest their dividends automatically or make optional cash payments toward the purchase of additional shares without paying brokerage commissions or bank service charges. For details, contact:

Church & Dwight Co., Inc.
Dividend Reinvestment Plan

c/o ChaseMellon
Shareholder Services, LLC
P.O. Box 3338
South Hackensack, NJ 07606
1-800-851-9677

On the Internet

Church & Dwight financial news releases are accessible at
http://www.businesswire.com

Consumer product information: http://www.armhammer.com

Church & Dwight Co., Inc. is an equal opportunity employer. The Company conducts its business without regard to race, color, age, religion, sex, national origin or handicap.

Cautionary Note on Forward-Looking Statements

This Annual Report includes forward-looking statements, many of which depend on factors outside the Company's control, such as economic conditions, market demand and industry capacity, competitive products and pricing, raw material costs and other matters. With regard to new product introductions, there is particular uncertainty related to trade, competitive and consumer reactions. Future performance may be affected by changes in one or more of these factors.

[Logo] Recycled Paper

Design: De Plano Group, New York Photography: John Minnicks, Michael Hirst

EXHIBIT 21

CHURCH & DWIGHT CO., INC. AND SUBSIDIARIES
EXHIBIT 21
LIST OF THE COMPANY'S SUBSIDIARIES

1) Church & Dwight Ltd./Ltee
Incorporated in Canada

2) C & D Chemical Products, Inc.
Incorporated in the State of Delaware,
D/B/A Armand Products Company, a Partnership

3) DeWitt International Corporation
Incorporated in the State of Delaware

4) Brotherton Speciality Products Ltd.
Incorporated in the United Kingdom

5) Industrias Bicarbon De Venezuela, S.A.

The Company's remaining subsidiaries, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 1997.

EXHIBIT 23

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 33-60149, Registration No. 33-60147, Registration No. 33-24553, Registration No. 33-6150 and Registration Statement No. 33-44881 on Form S-8 of our report dated January 21, 1998 incorporated by reference in the Annual Report on Form 10-K of Church & Dwight Co., Inc. for the year ended December 31, 1997.

DELOITTE & TOUCHE LLP
Parsippany, New Jersey
March 26, 1998

<ARTICLE> 5
<MULTIPLIER> 1,000

<PERIOD-TYPE>	12-MOS	
<FISCAL-YEAR-END>		DEC-31-1997
<PERIOD-START>		JAN-31-1997
<PERIOD-END>		DEC-31-1997
<CASH>		14,949
<SECURITIES>		3,993
<RECEIVABLES>		51,098
<ALLOWANCES>		1,532
<INVENTORY>		61,275
<CURRENT-ASSETS>		149,443
<PP&E>		259,097
<DEPRECIATION>		116,754
<TOTAL-ASSETS>		351,014
<CURRENT-LIABILITIES>		126,231
<BONDS>		6,815
<PREFERRED-MANDATORY>		0
<PREFERRED>		0
<COMMON>		23,330
<OTHER-SE>		156,011
<TOTAL-LIABILITY-AND-EQUITY>		351,014
<SALES>		574,906
<TOTAL-REVENUES>		574,906
<CGS>		330,682
<TOTAL-COSTS>		330,682
<OTHER-EXPENSES>		0
<LOSS-PROVISION>		200
<INTEREST-EXPENSE>		912
<INCOME-PRETAX>		38,687
<INCOME-TAX>		14,181
<INCOME-CONTINUING>		24,506
<DISCONTINUED>		0
<EXTRAORDINARY>		0
<CHANGES>		0
<NET-INCOME>		24,506
<EPS-PRIMARY>		1.26
<EPS-DILUTED>		1.23