
 F O R M 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 OMB APPROVAL

[] Check this box if
 no longer Subject
 to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Section 30(f) of the Investment Company Act 1940

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Falter Alfred			Church & Dwight Co., Inc.		---(give title below) ---(Specify below)	
			of Reporting Person Year		Director 10% Owner	
(Last) (First) (MI)			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Officer Other	
469 North Harrison Street					---(give title below) ---(Specify below)	
(Street)					Vice President, Purchasing	
Princeton NJ 08540-5297			4. Statement for Month/Year May 1999		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)		X Form filed by One Reporting Person	
					--- Form filed by More than One Reporting Person	

TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Nature of Indirect Ownership (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D) Price	(I)	(I)
Common Stock						\$.0000 1565	D	
Common Stock						\$.0000 6164	I	Profit Sharing and Savings Plan

Reminder: Report on a separate line for each class securities owned directly or indirectly. SEC 1474 (7-96)
 *If the form is filed by more than one reporting person, see Instruction 4(b) (v).

FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Month (Instr. 4)	10. Nature of Indirect Ownership (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
			Code	V	(A) (D)	Exbl. Date	Amount or Shares	(I)	(I)	(I)
Stock Option	\$19.0000				05/23/1993 05/23/2000	Common Stock	1700	1700	D	
Stock Option	\$28.8750				05/23/1994 05/23/2001	Common Stock	1100	1100	D	
Stock Option	\$25.2500				05/27/1995 05/27/2002	Common Stock	1400	1400	D	

Stock Option	\$32.2500				05/26/1996	05/26/2003	Common Stock	1200		1200	D
Stock Option	\$22.6250				05/25/1997	05/25/2004	Common Stock	2700		2700	D
Stock Option	\$17.1250				12/21/1997	12/21/2004	Common Stock	3500		3500	D
Stock Option	\$20.6250				04/24/1999	04/24/2006	Common Stock	4200		4200	D
Stock Option	\$21.6250				11/01/1999	11/01/2006	Common Stock	4000		4000	D
Stock Option	\$27.2500				01/26/2001	01/26/2008	Common Stock	5800		5800	D
Stock Option	\$41.5000	05/06/1999	A	2300	05/06/2002	05/06/2009	Common Stock	2300		2300	D

Explanation of Responses:

- (01) 1-for-1
- (02) The phantom stock units were accrued under the Church & Dwight Co., Inc. deferred compensation plan and are to be settled 100% in cash at the discretion of the reporting person.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/Attorney-in-Fact 06/10/1999

**Signature of Reporting Person Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

SEC 1474 (7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD Number

Falter, Alfred Church & Dwight Co., Inc. MAY-1999 PAGE: 2 OF 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person to Issuer (Check all Applicable)
Falter Alfred (Last) (First) (MI) 469 North Harrison Street (Street) Princeton NJ 08540-5297 (City) (State) (Zip)	Church & Dwight Co., Inc. of Reporting Person Year 3. IRS or Soc. Sec. No. of Reporting Person (Voluntary) 4. Statement for Month/Year May 1999 5. If Amendment, Date of Original (Month/Year)	---(give title below) ---(Specify below) Director 10% Owner X Officer Other ---(give title below) ---(Specify below) Vice President, Purchasing 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person --- Form filed by More than One Reporting Person

TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Trans. Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Nature of Indirect Ownership (Form or (D) or (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class securities owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

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FORM 4 (continued) **TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned**
 (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price (Instr. 3)	3. Transaction Date (Mon./Day/Year) (Instr. 8)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 & 5)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities of Beneficially Owned at End of Month (Instr. 4)	10. Nature of Ownership (Direct or Indirect) (Instr. 4)	11. Nature of Beneficial Ownership (Direct or Indirect) (Instr. 4)
Phantom Stock Units		(01)			(02) (02)	Common Stock	895	895	D	

Explanation of Responses:

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**Signature of Reporting Person

Date

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Falter, Alfred

Church & Dwight Co., Inc.

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