

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

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

- / / Preliminary Proxy Statement
- / / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)2))
- /X/ Definitive Proxy Statement
- / / Definitive Additional Materials
- / / Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14(a)-12

THE QUIGLEY CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

THE QUIGLEY CORPORATION
KELLS BUILDING
621 SHADY RETREAT ROAD
P. O. BOX 1349
DOYLESTOWN, PA 18901

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 23, 2004

TO THE STOCKHOLDERS OF THE QUIGLEY CORPORATION:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Meeting") of THE QUIGLEY CORPORATION, a Nevada Corporation (the "Company") will be held at the Aldie Mansion, 85 Old Dublin Pike, Doylestown, PA 18901 on Wednesday, June 23, 2004, at 4:00 P.M., local time, for the following purposes:

- (i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.
- (ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2004.
- (iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

Only stockholders of record at the close of business on April 30, 2004 will be entitled to notice of and to vote at the Meeting or any adjournment thereof. Any stockholder may revoke a proxy at any time prior to its exercise by filing a later-dated proxy, or a written notice of revocation with the Secretary of the Company, or by voting in person at the Meeting. If a stockholder is not attending the Meeting, any proxy or notice should be returned in time for receipt no later than the close of business on the day preceding the Meeting.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

By Order of the Board of Directors

CHARLES A. PHILLIPS, Secretary

Doylestown, PA
May 21, 2004

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, YOU ARE URGED TO FILL IN, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

THE QUIGLEY CORPORATION
KELLS BUILDING
621 SHADY RETREAT ROAD
P. O. BOX 1349
DOYLESTOWN, PA 18901

PROXY STATEMENT

MAY 21, 2004

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of The Quigley Corporation, (the "Company") for use at the Annual Meeting of Stockholders of the Company to be held at the Aldie Mansion, 85 Old Dublin Pike, Doylestown, PA 18901, on Wednesday, June 23, 2004 at 4:00 P.M., local time, and any adjournments thereof (the "Meeting").

The principal executive offices of the Company are located at the Kells Building, 621 Shady Retreat Road, P.O. Box 1349, Doylestown, Pennsylvania 18901. The approximate date on which this Proxy Statement and the accompanying Proxy will first be sent or given to stockholders is May 21, 2004.

At the Meeting, the following proposals will be presented to the stockholders for approval:

- (i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.
- (ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2004.
- (iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

RECORD AND VOTING SECURITIES

Only stockholders of record at the close of business on April 30, 2004 (the "Record Date") will be entitled to notice of and to vote at the Meeting. At the close of business on such record date, the Company had 11,515,255 shares of Common Stock, par value \$.0005 per share (the "Common Stock") outstanding and entitled to vote at the Meeting. Each outstanding share of Common Stock is entitled to one vote. There was no other class of voting securities of the Company outstanding on the Record Date. A majority of the outstanding shares of Common Stock present in person or by Proxy is required for a quorum.

PROXIES AND VOTING RIGHTS

Shares of Common Stock represented by Proxies that are properly executed, duly returned and not revoked will be voted in accordance with the instructions contained therein. If no instructions are contained in a Proxy, the shares of Common Stock represented thereby will be voted (i) for election as directors of the persons who have been nominated by the Board of Directors, (ii) for ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2004, and (iii) upon any other matter that may properly be brought before the Meeting, in accordance with the judgment of the person or persons voting the Proxy. The execution of a Proxy will in no way affect a stockholder's right to attend the Meeting and to vote in person. Any Proxy executed and returned by a stockholder may be revoked at any time thereafter by written notice of revocation given to the Secretary of the Company prior to the vote to be taken at the Meeting, by execution of a subsequent Proxy that is presented at the Meeting, or by voting in person at the Meeting, in any such case, except as to any matter or matters upon which a vote shall have been cast pursuant to the authority conferred by such Proxy prior to such revocation.

Broker "non-votes" and the shares of Common Stock as to which a stockholder abstains are included for purposes of determining the presence or absence of a quorum for the transaction of business at the Meeting. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

ANNUAL REPORT PROVIDED WITH PROXY STATEMENT

Copies of the Company's Annual Report containing audited financial statements of the Company for the year ended December 31, 2003, are being mailed together with this Proxy Statement to all stockholders entitled to vote at the Meeting.

SECURITY OWNERSHIP

The following table sets forth information concerning ownership of the Company's Common Stock as of April 30, 2004 by each person known by the Company to be the beneficial owner of more than five percent of the Common Stock, each director and executive officer and by all directors and executive officers of the Company as a group. Unless otherwise indicated, the address of each person or entity listed below is the Company's principal executive office.

Five Percent Stockholders, Directors, and all Executive Officers and Directors as a Group	Common Stock Beneficially Owned (1)	Percent of Class
GUY J. QUIGLEY (2) (3) (4)	4,161,264	32.7
CHARLES A. PHILLIPS (2) (3) (5)	1,875,377	15.2
GEORGE J. LONGO (2) (3) (6)	595,000	4.9
JACQUELINE F. LEWIS (2) (7)	80,000	-
ROUNSEVELLE W. SCHAUM (2) (8)	36,487	-
STEPHEN W. WOUCH (2) (9)	10,000	-
TERRENCE O. TORMEY (2) (10)	-	-
ALL DIRECTORS AND OFFICERS (11) (Six Persons)	6,758,128	47.4

- (1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act ("Rule 13d-3") and unless otherwise indicated, represents shares for which the beneficial owner has sole voting and investment power. The percentage of class is calculated in accordance with Rule 13d-3 and includes options or other rights to subscribe which are exercisable within sixty (60) days of April 30, 2004.
- (2) Director of the Company.
- (3) Officer of the Company.
- (4) Mr. Quigley's beneficial ownership includes options and warrants exercisable within sixty (60) days from April 30, 2004, to purchase 935,000 shares of Common Stock, options and warrants to purchase 265,000 shares of Common Stock beneficially owned by Mr. Quigley's wife and an aggregate of 514,705 shares beneficially owned by members of Mr. Quigley's immediate family.
- (5) Mr. Phillips' beneficial ownership includes options and warrants exercisable within sixty (60) days from April 30, 2004, to purchase 862,000 shares of Common Stock and 1,671 shares of Common Stock beneficially owned by Mr. Phillips' wife.
- (6) Mr. Longo's beneficial ownership includes options and warrants exercisable within sixty (60) days from April 30, 2004, to purchase 555,000 shares of Common Stock.
- (7) Ms. Lewis' address is 3805 Old Easton Road, Doylestown, PA 18901. Ms. Lewis' beneficial ownership includes options exercisable within sixty (60) days from April 30, 2004, to purchase 80,000 shares of Common Stock.
- (8) Mr. Schaum's address is 157 Harrison Ave, Newport, RI 02840. Mr. Schaum's beneficial ownership includes options exercisable within sixty (60) days from April 30, 2004, to purchase 25,000 shares of Common Stock.
- (9) Mr. Wouch's address is 415 Sargon Way, Suite J, Horsham, PA 19044. Mr. Wouch's beneficial ownership includes options exercisable within sixty (60) days from April 30, 2004, to purchase 10,000 shares of Common Stock.
- (10) Mr. Tormey's address is 4842 Mountain Top Road West, New Hope, PA 18938.
- (11) Includes an aggregate of 2,732,000 shares of Common Stock underlying options and warrants that are exercisable within sixty (60) days from April 30, 2004.

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COMPENSATION AND OTHER INFORMATION

CONCERNING DIRECTORS AND OFFICERS

EXECUTIVE COMPENSATION

The following table provides summary information concerning cash and certain other compensation for the years ended December 31, 2003, 2002 and 2001 paid or accrued by the Company to or on behalf of the Company's Chief Executive Officer and each of the other most highly compensated executive officers of the Company whose compensation exceeded \$100,000 during 2003:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	
		Salary (1)	Bonus (2)	Other Annual Compensation (3) (4)	Securities Underlying Options	All Other Compensation (5)

		(\$)	(\$)	(\$)	(#)	(\$)
Guy J. Quigley	2003	604,800	226,800	667,006	50,000	14,396
Chairman of the	2002	504,000	126,000	519,574	45,000	146,646
Board, President,	2001	504,000	126,000	489,460	70,000	66,403
Chief Executive Officer						
Charles A. Phillips	2003	423,400	158,775	222,334	45,000	14,258
Executive Vice President,	2002	352,800	88,200	173,192	42,000	71,190
Chief Operating Officer	2001	352,800	88,200	162,154	60,000	52,101
George J. Longo	2003	347,800	130,425		40,000	14,258
Vice President,	2002	302,400	75,600		40,000	42,974
Chief Financial Officer	2001	302,400	75,600		55,000	28,320

- (1) Compensation paid pursuant to employment agreements.
- (2) Bonuses paid pursuant to the Company attaining specified sales and net income goals.
- (3) Additional compensation, including founder's commission at 3.75% of sales collected less certain deductions for Mr. Quigley, and founder's commission at 1.25% of sales collected less certain deductions for Mr. Phillips.
- (4) The value of personal benefits for the executive officers of the Company that might be attributable to management as executive fringe benefits, such as vehicles can not be specifically or precisely determined; however, it would not exceed the lesser of \$50,000 or 10% of the total annual salary and bonus reported for any individual named above.
- (5) Includes amounts attributable to the executive officers for reverse split dollar life insurance policies on which the Company paid the premiums. These insurance policies, which were cancelled in November 2002, did provide for the proceeds to be used by the Company for, among other things, the purchase of the officer's stock, at the fair market value, from the officer's estate if desired by the executor of the estate. Also, included are matching contributions attributable to each officer in the Company's 401(k) Plan and term insurance.

COMPENSATION PURSUANT TO PLANS

An incentive stock option plan was instituted in 1997, (the "1997 Stock Option Plan"), amended in 2000 and approved by the stockholders in 1998 and 2001, respectively. Options pursuant to the 1997 Stock Option Plan have been granted to directors, executive officers, and employees during 2003, 2002 and 2001. In early 1999, the Company implemented a defined contribution plan for its employees with the Company's contribution to the plan being based on the amount of the employee plan contribution.

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SECURITIES AUTHORIZED UNDER EQUITY COMPENSATION

The following table sets forth certain information regarding stock option and warrant grants made to employees, directors and consultants:

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category	Number of Securities to be Issued Upon Exercise Outstanding Options & Warrants (A)	Weighted Average Exercise Price of Outstanding Options & Warrants (B)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A) (C)
Equity Plans Approved by Security Holders(1)	2,191,000	\$5.46	700,000
Equity Plans Not Approved by Security Holders(2)	2,410,000	\$6.34	-
Total	4,601,000	\$5.92	700,000

- (1) An incentive stock option plan was instituted in 1997, (the "1997 Stock Option Plan") and approved by the stockholders in 1998. Options pursuant to the 1997 Stock Option Plan have been granted to directors, executive officers, and employees.
- (2) Other grants of warrants are specific and not part of a plan. These specific grants were to executive officers, employees and consultants for services.

OPTION GRANTS TABLE

The following table sets forth certain information regarding stock option grants made to each of the executive officers during 2003:

OPTION GRANTS DURING 2003 FISCAL YEAR

Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price (\$/sh)	Expiration Date	Potential Realizable Value at Assumed Rates of Annual Rates of Stock Price Appreciation for Option(\$)(1)	
					5%	10%
Guy J. Quigley	50,000	11.8	8.11	10/29/13	255,000	646,500
Charles A. Phillips	45,000	10.6	8.11	10/29/13	229,500	581,850
George J. Longo	40,000	9.4	8.11	10/29/13	204,000	517,200

(1) The potential realizable portion of the foregoing table illustrates value that might be realized upon exercise of options immediately prior to the expiration of their term, assuming (for illustrative purposes only) the specified compounded rates of appreciation on the Company's Common Stock over the term of the option. These numbers do not take into account provisions providing for termination of the option following termination of employment or non-transferability.

AGGREGATED OPTION EXERCISES AND YEAR-END OPTION VALUES TABLE

The following table sets forth certain information concerning stock options exercised during 2003 and stock options, which were unexercised at the end of 2003 with respect to the executive officers:

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY COMPLETED FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options	Value of Unexercised In-the Money Options at Year End(\$)(1)
Guy J. Quigley	-	-	935,000	5,648,150
Charles A. Phillips	-	-	862,000	5,490,150
George J. Longo	-	-	555,000	2,649,525

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(1) Represents the total gain that would be realized if all in-the-money options held at December 31, 2003 were exercised, determined by multiplying the number of shares underlying the options by the difference between the per share option exercise price and \$10.64 per share, which was the closing price per share of the Company's Common Stock on December 31, 2003. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option..

EMPLOYMENT AGREEMENTS

An employment agreement between the Company and Guy J. Quigley was entered into on June 1, 1995, whereby Guy J. Quigley is employed as the Chief Executive Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Quigley is entitled to receive a founder's commission of five percent (5%) on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products, which is shared with Charles A. Phillips in a ratio of 75% and 25%, respectively. Upon the termination of the contract for any reason, Mr. Quigley is entitled to the remainder of his compensation owed him through May 31, 2005.

An employment agreement between the Company and Charles A. Phillips was entered into on June 1, 1995, whereby Charles A. Phillips is employed as the Executive Vice President and Chief Operating Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Phillips is entitled to receive twenty five percent (25%) of the founder's commission received by Guy J. Quigley, either directly from Guy J. Quigley or, if requested, directly from the Company. Should Mr. Phillips make such a request upon the Company, the amount owed to him would be deducted from any commissions due Guy J. Quigley. Upon the termination of the contract for any reason, Mr. Phillips is entitled to the remainder of his compensation owed him

through May 31, 2005.

George J. Longo is employed as the Chief Financial Officer of the Company pursuant to an employment agreement dated November 5, 1996, for a term ending on May 31, 2005. The agreement provides for a base salary of \$150,000, or such greater amount, as the Board of Directors may from time to time determine, with annual increases over the prior year's base salary. In the event of his disability, Mr. Longo is to receive the full amount of his base salary for eighteen months. Upon a change of control of the Company, Mr. Longo is entitled to receive the remainder of compensation for the remaining term of the agreement until May 31, 2005. Upon early termination by the Company without cause (as defined in the agreement), the Company is required to pay Mr. Longo the remainder of the salary owed him through May 31, 2005.

REPORTS ABOUT OWNERSHIP OF THE COMPANY'S COMMON STOCK AND COMPLIANCE WITH

SECTION 16 (a) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "Commission"). Officers, directors and greater than ten-percent stockholders are required by the Commission's regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, the Company believes that, during fiscal year ended December 31, 2003 all filing requirements applicable to its executive officers, directors, and greater than ten-percent beneficial owners were complied with, except that Mr. Schaum did not file a Form 4 timely on three occasions for four transactions.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For the year ended December 31, 2003, \$889,340 was paid or payable under founder's commission agreements between the Company and Guy J. Quigley and Charles A. Phillips, who share a commission of 5% on sales collected, less certain deductions, of the Company's Cold-Eeze(R) lozenge and gum products.

Certain individuals related to the Company's Chief Executive Officer are also employees of the Company whose aggregate compensation for 2003 was \$263,586 and an aggregate of option grants to purchase 32,000 shares of the Company's Common Stock.

The Company is in the process of acquiring licenses in certain countries through related party entities including arrangements with ScandaSystems Ltd. (UK) and ScandaSystems Ltd. (USA) whose officer and major stockholder, respectively

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are Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Approximately \$96,000 was paid or payable by the Company to such firm during 2003 and fees amounting to \$273,000 have been paid to another related entity to obtain such licenses. The Company believes that the services performed by these firms and employees are on terms no more favorable than could have otherwise been obtained from an unaffiliated third party.

PROPOSALS TO BE SUBMITTED FOR STOCKHOLDER APPROVAL

PROPOSAL 1. ELECTION OF A BOARD OF DIRECTORS

The Directors of the Company are elected annually and hold office for the ensuing year until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified. The directors are elected by plurality of votes cast by stockholders. The Company's by-laws state that the number of directors constituting the entire Board of Directors shall be determined by resolution of the Board of Directors. The number of directors currently fixed by the Board of Directors is seven.

No proxy may be voted for more people than the number of nominees listed below. Shares represented by all proxies received by the Board of Directors and not so marked as to withhold authority to vote for any individual director (by writing that individual director's name where indicated on the proxy) or for all directors will be voted "FOR" the election of all the nominees named below (unless one or more nominees are unable or unwilling to serve). The Board of Directors knows of no reason why any such nominee would be unable or unwilling to serve, but if such should be the case, proxies may be voted for the election of substitute nominees selected by the Board of Directors.

The following table and the paragraphs following the table set forth information regarding the current ages, terms of office and business experience of the current directors and executive officers of the Company, all of whom are being

nominated for re-election to the Board of Directors:

NAME	POSITION	AGE	YEAR FIRST ELECTED
Guy J. Quigley (1)	Chairman of the Board, President, CEO	62	1989
Charles A. Phillips (1)	Executive Vice President, COO and Director	56	1989
George J. Longo	Vice President, CFO and Director	57	1997
Jacqueline F. Lewis*	Director	58	1997
Rounsevelle W. Schaum*	Director	71	2000
Stephen W. Wouch*	Director	49	2003
Terrence O. Tormey	Director	49	2004

* Current member of the Audit & Compensation Committees.

(1) Member of the Compensation Committee until December 31, 2003.

GUY J. QUIGLEY has been Chairman of the Board, President and Chief Executive Officer of the Company since September 1989. Prior to this date, Mr. Quigley, an accomplished author, established and operated various manufacturing, sales, marketing and real estate companies in the United States, Europe and the African Continent.

CHARLES A. PHILLIPS has been Executive Vice President, Chief Operations Officer and a Director of the Company since September 1989. Before his employment with the Company, Mr. Phillips founded and operated KPB Enterprises, a gold and diamond mining operation that was based in Sierra Leone, West Africa. In addition, Mr. Phillips served as a technical consultant for Re-Tech, Inc., Horsham, Pennsylvania, where he was responsible for full marketing and production of a prototype electrical device.

GEORGE J. LONGO currently serves as Vice President, Chief Financial Officer and a Director of the Company. Mr. Longo assumed his duties as Vice President and Chief Financial Officer for the Company in January 1997. Mr. Longo was also appointed as a Director of the Company in March 1997. Before joining the Company, Mr. Longo served as Chief Financial Officer of two privately held international manufacturing firms and Manager of Corporate Accounting with the predecessor pharmaceutical company to Aventis S.A. (NYSE-AVE), being responsible for SEC and IRS compliance, and was involved in acquisition and general accounting issues. Prior to that, Mr. Longo was with KPMG LLP.

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JACQUELINE F. LEWIS, appointed to the Board of Directors in December 1997, and since 2003, is the President and director of CPC, a list management and marketing company. Previous to 2003, she co-founded and managed for 27 years D. A. Lewis, Inc., a direct mail advertising company.

ROUNSEVELLE W. SCHAUM, was appointed to the Board of Directors in March 2000. Since 1993, Mr. Schaum has served as Chairman of Newport Capital Partners, Inc., an investment-banking firm, specializing in the private placement of equity and convertible debt securities. In such capacity, Mr. Schaum has directed and organized over thirty private equity placements and served on the board of directors of numerous public and private emerging growth companies. Prior to 1993, Mr. Schaum held senior management positions with international manufacturing companies. He also served as the Chairman of the California Small Business Development Corporation, a private venture capital syndicate, and was the founder of the Center of Management Sciences, a management-consulting firm that services multinational high technology companies and government agencies, including NASA and the Department of Defense. Mr. Schaum also serves on the Board of Directors of DSTAGE.COM, INC. (Nasdaq: DSTG.OB).

STEPHEN W. WOUCH, was appointed to the Board of Directors in January 2003. Since 1988, Mr. Wouch has been Managing Partner of Wouch, Maloney & Co., LLP, Certified Public Accountants, a regional public accounting firm with offices in Pennsylvania and Florida. This firm has a diverse client base that encompasses various industries such as health care, manufacturing, construction and service providers. Prior to 1988, Mr. Wouch held senior management positions with other Certified Public Accounting firms. Mr. Wouch is an author, lecturer and a licensed Certified Public Accountant in Pennsylvania, New Jersey and Florida.

TERRENCE O. TORMEY, was appointed to the Board of Directors in April 2004. Mr. Tormey is currently the President and founder of TOTormey, Inc., a sales and marketing consulting firm whose services also include film and video productions for a variety of industries including the healthcare industry. During the years 2000 to 2003, Mr. Tormey was the President and Chief Operating Officer of Nelson

Professional Sales, a division of Publicis SA, Paris. For the years 1994 to 2000, Mr. Tormey was the President and co-owner of The Medical Phone Company(R), a firm that eventually grew to the largest healthcare telesales company in the country, whose clients included virtually every major pharmaceutical company in the United States. Additionally, his experience includes holding various senior sales, sales training and sales management positions with various US pharmaceutical companies including Johnson & Johnson Inc. (NYSE-JNJ) and American Home Products Corporation (Wyeth - NYSE-WYE). Mr. Tormey also serves on the Board of Directors of Global Pharmaceutical Resources, a worldwide consortium of Contract Sales Organizations.

REQUIRED VOTE

Directors are elected by a plurality of the votes cast, in person or by proxy, at the Meeting. Votes withheld and broker non-votes are not counted toward a nominee's total.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company recommends a vote "FOR" the election of each of the nominees.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

For the fiscal year ended December 31, 2003, there were five meetings of the Board of Directors. Each of the directors attended (or participated by telephone) more than 75% of such meetings of the Board of Directors and committees on which they served in 2003. During 2003, the Board of Directors also acted by unanimous written consent in lieu of a meeting on one occasion. The independent members of the Board of Directors met in executive session on six occasions during 2003. Messrs. Schaum, Wouch and Tormey and Ms. Lewis are deemed to be independent under NASD Rule 4200 and with such our Board of Directors contains a majority of independent directors as required by NASD Rule 4350.

Each director is expected to make reasonable efforts to attend Board of Directors meetings, meetings of committees of which such director is a member and the Annual Meeting of Stockholders. Five members of the Board of Directors attended the 2003 Annual Meeting of Stockholders.

The Company has three standing committees, the Audit Committee, Executive Operating Committee and Compensation Committee. Prior to establishing these Committees, the customary functions of such committees had been performed by the entire Board of Directors. The Company does not have a designated nominating committee.

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As of December 18, 2003, decisions concerning nominees for the Board of Directors are made by Messrs. Schaum and Wouch and Ms. Lewis, who are independent directors, as defined under NASD Rule 4200(a)(15). The Board of Directors does not consider a nominating committee necessary in that its independent directors perform the same role as a nominating committee. The Company has not adopted a formal policy with respect to minimum qualifications for Board members. However, in making its nominations, Messrs. Schaum and Wouch and Ms. Lewis consider, among other things, an individual's business experience, industry experience, financial background, breadth of knowledge about issues affecting the Company, time available for meetings and consultation regarding Company matters and other particular skills and experience possessed by the individual. Stockholders wishing to recommend candidates for consideration by the Board of Directors may do so by writing to the Secretary of the Company and providing the candidate's name, biographical data and qualifications.

The members of the Audit Committee are Messrs. Schaum and Wouch and Ms. Lewis. Mr. Schaum, serves as Chairman of the Audit Committee. The Audit Committee reviews, analyzes and makes recommendations to the Board of Directors with respect to the Company's accounting policies, controls and statements, consults with the Company's independent public accountants, and reviews filings containing financial information of the Company to be made with the Securities and Exchange Commission. The Audit Committee met five times during 2003.

The members of the Executive Operating Committee are Messrs. Quigley, Phillips and Longo. The Executive Operating Committee possesses and exercises all the power and authority of the Board of Directors in the management and direction of the business and affairs of the Company, except as limited by law, and except for the power to change the membership or to fill vacancies on the Board of Directors or the Executive Operating Committee. The Executive Operating Committee met two times during 2003.

The members of the Compensation Committee for 2003 were Messrs. Quigley and Phillips. The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company, including non-cash benefits, and designates the employees entitled to participate in the Company's benefits plans and other arrangements, as from time to time constituted. The Compensation Committee also administers the Company's 1997 Stock Option Plan and recommends the terms of grants of stock options and the persons to whom such

options shall be granted in accordance with such plan. These recommendations are then subject to approval by the full Board of Directors. The Compensation Committee met one time during 2003. Effective, January 1, 2004, the members of the Compensation Committee are Messrs. Schaum and Wouch and Ms. Lewis.

COMPENSATION OF DIRECTORS

Outside directors receive compensation annualized at \$18,000. Effective January 1, 2004, each outside director that serves on the Audit Committee will receive compensation annualized at \$27,000 and the Chairman of the Audit Committee will receive compensation annualized at \$30,000. In addition, in December 2003 the Board of Directors approved the grant of Options to purchase 10,000 shares of Common Stock to each of the then current outside directors under the Company's 1997 Stock Option Plan. Officers of the Company receive no compensation for their service on the Board or on any Committee.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Board of Directors as a whole provides overall guidance and approval of the Company's executive compensation program. All members of the Board participate in the approval of each of the components of the Company's executive compensation program described in the "Report on Executive Compensation" except that no director who is also a Company employee participates in the approval of their respective compensation. Messrs. Quigley and Phillips served on the Compensation Committee during 2003. No other executive officer of the Company served on any other committee or the compensation committee of another entity performing similar functions during the fiscal year. There are certain related parties of Mr. Quigley that receive compensation from the Company. See Related Party Transactions.

The report of the Audit Committee, the report of the Compensation Committee and the performance graph that follow shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement or future filings into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the information by reference, and shall not otherwise be deemed filed under such Acts.

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OTHER CORPORATE GOVERNANCE

During 2002, the Company formed a Disclosure Committee in response to Management Certification Responsibilities under Sections 302 and 404 of the Sarbanes-Oxley Act of 2002. The Disclosure Committee assists the Chief Executive Officer, the Chief Financial Officer and the Audit Committee in monitoring (1) the integrity of the financial statements, policies, procedures and the internal financial and disclosure controls and risks of the Company, (2) the compliance by the Company with legal and regulatory requirements, to the extent that these policies, procedures and controls may generate either financial or non-financial disclosures in the Company's filings with the Securities and Exchange Commission. Additionally, in 2002, the Company also initiated a Code of Ethics for all employees of the Company.

Based on their evaluation, as of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer have concluded the Company's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934) are effective. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PROCEDURES FOR CONTACTING DIRECTORS

The Company has adopted a procedure by which stockholders may send communications as defined within Item 7(h) of Schedule 14A under the Exchange Act to one or more members of the Board of Directors by writing to such director(s) at their respective address listed in the Security Ownership section of this Proxy Statement or to the whole Board of Directors care of the Corporate Secretary, The Quigley Corporation, Kells Building, 621 Shady Retreat Road, P.O. Box 1349, Doylestown, PA 18901. Any such communications addressed to the whole Board of Directors will be promptly distributed by the Secretary to each director.

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REPORT OF THE AUDIT COMMITTEE

The members of the Audit Committee are Messrs. Schaum and Wouch, and Ms. Lewis, who are independent directors as defined under NASD Rule 4200(a)(15). All of the members of the Audit Committee are financially literate under current listing standards of Nasdaq. Messrs. Schaum and Wouch are financial experts as defined

under the rules of NASD. The Audit Committee operates under a written charter adopted by the Board of Directors in 2000 and amended in 2002. The Audit Committee has reviewed and reassesses the adequacy of the charter on an annual basis.

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2003.

We have discussed with the independent auditors, PricewaterhouseCoopers LLP, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants.

Additionally, audit fees, audit related fees, tax fees and all other service fees that were paid or payable to PricewaterhouseCoopers LLP for 2003 and 2002 were discussed and amounted to:

Description	2003	2002
Audit fees	\$274,800	\$123,000
Audit related fees	-	-
Tax fees	15,826	17,870
All other fees	-	-
Total	\$290,626	\$140,870

The Company's Audit Committee shall review and pre-approve both audit and non-audit services to be provided by the independent auditor (other than with respect to the de minimis exceptions permitted by the Act). This duty may be delegated to one or more designated members of the Audit Committee with any such pre-approval reported to the Audit Committee at its next regularly scheduled meeting. Approval of non-audit services shall be disclosed to investors in periodic reports required by Section 13(a) of the Securities Exchange Act of 1934.

We have received and reviewed written disclosures and the letter from PricewaterhouseCoopers LLP required by Independence Standards No. 1, Independence Discussions with Audit Committees, as amended, by the Independence Standards Board, and have discussed with the auditors the auditor's independence.

Based on the reviews and discussions referred to above, we recommend to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE

Rounsevelle W. Schaum, Chairman
Jacqueline F. Lewis
Stephen W. Wouch

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REPORT ON EXECUTIVE COMPENSATION

GENERAL

The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company. The Compensation Committee also administers the Company's 1997 Stock Option Plan and recommends the terms of grants of stock options and the persons to whom such options shall be granted in accordance with such plan. These recommendations, as previously indicated, are subject to approval by the full Board of Directors.

COMPENSATION PHILOSOPHY

In reaching decisions regarding executive compensation, the Compensation Committee as well as the full Board of Directors upon approval of such recommendations, balances the total compensation package for each executive, and makes it variable, with sales and profits attained as well as achievement of annual and long-term goals. Competitive levels of compensation are necessary in attracting, rewarding, motivating, and retaining qualified management. The Board of Directors also believes that the potential for equity ownership by management is beneficial in aligning management's and stockholders' interests in the enhancement of stockholder value. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), places a limit of \$1,000,000 on the amount of compensation that may be deducted by the Company in any year with respect to certain of the Company's highest paid executives. Certain performance-based compensation that has been approved by stockholders is not subject to the

deduction limit. If necessary, the Company may attempt to qualify certain compensation paid to executive officers for deductibility under the Code, including Section 162(m). However, the Company may from time to time pay compensation to its executive officers that may not be deductible.

COMPENSATION PROGRAM

The Company has a comprehensive compensation program, which consists of cash compensation, both fixed and variable, and equity-based compensation. Overall compensation is predicated on industry and peer group comparisons and on performance judgments as to the past and expected future contributions of the individual executive officer. Specific compensation for each executive is designed to fairly remunerate that employee of the Company for the effective exercise of their responsibilities, their management of the business functions for which they are responsible, their extended period of service to the Company and their dedication and diligence in carrying out their responsibilities for the Company.

The fixed aspect is intended to meet the requirements of the employment contracts in effect for all of the Company's officers. See "Executive Compensation - Employment Agreements". Employment agreements are in place to insure the Company of consistency of leadership and the retention of qualified executives, and to foster a spirit of employment security, which thereby encourages decisions that will benefit long-term stockholders. Variable compensation is based upon the entire Board of Directors adopting and approving annually, sales and profit goals to be attained for the ensuing year.

Equity-based compensation is through options periodically granted under the 1997 Stock Option Plan. These grants are designed to directly reward and create a proprietary interest, among the executive officers and other employees, in the Company, which will be an incentive for these employees to work to maximize the long-term total return to stockholders.

COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Mr. Quigley's compensation was \$1,498,606 in 2003. Mr. Quigley's compensation is based upon the factors described in the compensation program section paragraphs above and is set forth in his employment contract. Effective January 1, 2004, Messrs. Schaum and Wouch and Ms. Lewis comprise the Compensation Committee.

COMPENSATION COMMITTEE

Guy J. Quigley
Charles A. Phillips

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PERFORMANCE GRAPH

The following graph reflects a five-year comparison, calculated on a dividend reinvested basis, of the cumulative total stockholder return on the Common Stock of the Company, the NASDAQ Market Index, and a "peer group" index classified as drug related products by Media General Financial Services ("MG Group Index"). The comparisons utilize an investment of \$100 on January 1, 1998 for the Company and the comparative indices, which then measure the values for each group at December 31 of each year presented. There can be no assurance that the Company's stock performance will continue with the same or similar trends depicted in the following performance graph.

COMPARISON OF CUMULATIVE TOTAL RETURN AMONG THE QUIGLEY CORPORATION, NASDAQ MARKET INDEX AND MG GROUP INDEX

	1998	1999	2000	2001	2002	2003
THE QUIGLEY CORPORATION	100.00	28.81	14.70	41.58	99.43	192.36
MG GROUP INDEX	100.00	85.87	74.19	108.46	108.66	200.84
NASDAQ MARKET INDEX	100.00	176.37	110.86	88.37	61.64	92.68

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PROPOSAL 2. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors has appointed PricewaterhouseCoopers LLP as the Company's independent public auditor for the fiscal year ending December 31, 2004. Although the selection of auditors does not require ratification, the Board of Directors has directed that the appointment of PricewaterhouseCoopers LLP be submitted to stockholders for ratification due to the significance of their appointment to the Company. A representative of PricewaterhouseCoopers LLP is expected to be present at the Meeting. Such representative will have an opportunity to make a statement if so desired, and will be available to respond to appropriate questions from stockholders.

REQUIRED VOTE

The affirmative vote of the holders of a majority of the shares of Common Stock present, in person or by Proxy is required for ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company. An abstention, withholding of authority to vote or broker non-vote, therefore, will not have the same legal effect as an "against" vote and will not be counted in determining whether the proposal has received the requisite stockholder vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2004.

STOCKHOLDER PROPOSALS

Proposals of stockholders intended for inclusion in the Proxy Statement to be furnished to all stockholders entitled to vote at the next Annual Meeting of Stockholders of the Company must submit their proposals by Certified Mail - Return Receipt Requested and be received at the Company's principal executive offices not later than December 3, 2004.

With respect to any stockholder proposals to be presented at the next Annual Meeting of Stockholders, which are not included in the Company's proxy materials, management proxies for such meeting will be entitled to exercise their discretionary authority to vote on such proposals notwithstanding that they are not discussed in the proxy materials unless the proponent notifies the Company and must submit their proposals by Certified Mail - Return Receipt Requested and that such proposal be received at the Company's principal executive offices not later than February 11, 2005.

EXPENSES AND SOLICITATION

All expenses in connection with this solicitation will be borne by the Company. In addition to the use of the mail, proxy solicitation may be made by telephone, telegraph and personal interview by officers, directors and employees of the Company. The Company will, upon request, reimburse brokerage houses and persons holding shares in the names of their nominees for their reasonable expenses in sending soliciting material to their principals.

OTHER BUSINESS

The Board of Directors knows of no business that will be presented for consideration at the Meeting other than those items stated above. If any other business should come before the Meeting, votes may be cast, pursuant to proxies, in respect to any such business in the best judgment of the person or persons acting under the proxies.

Dated: May 21, 2004

THE QUIGLEY CORPORATION

By:

CHARLES A. PHILLIPS, Secretary

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THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
THE QUIGLEY CORPORATION

PROXY -- ANNUAL MEETING OF STOCKHOLDERS
JUNE 23, 2004

The undersigned, a stockholder of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby appoint Guy J. Quigley and Charles A. Phillips and each of them, the true and lawful attorneys and proxies with full power of substitution, for and in the name, place and stead of the undersigned, to vote all of the shares of Common Stock of the Company which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company to be held at the Aldie Mansion, 85 Old Dublin Pike, Doylestown, Pennsylvania 18901, on Wednesday, June 23, 2004, at 4:00 P.M., local time, or at any adjournment thereof.

THE UNDERSIGNED HEREBY INSTRUCTS SAID PROXIES OR THEIR SUBSTITUTES:
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE /X/.

- 1. ELECTION OF DIRECTORS. The Election of the following directors to serve until the next annual meeting of stockholders and until their successors have been duly elected and qualified.

NOMINEES:

/ / FOR ALL NOMINEES	<input type="checkbox"/>	GUY J. QUIGLEY
	<input type="checkbox"/>	CHARLES A. PHILIPS
/ / WITHHOLD	<input type="checkbox"/>	GEORGE J. LONGO
AUTHORITY FOR ALL	<input type="checkbox"/>	JACQUELINE F. LEWIS
NOMINEES	<input type="checkbox"/>	ROUNSEVELLE W. SCHAUM
/ / FOR ALL EXCEPT	<input type="checkbox"/>	STEPHEN W. WOUCH
(SEE INSTRUCTION BELOW)	<input type="checkbox"/>	TERRENCE O. TORMEY

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here.

2. RATIFICATION OF APPOINTMENT OF	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN
PRICEWATERHOUSECOOPERS LLP AS	/ /		/ /		/ /	
THE COMPANY'S INDEPENDENT PUBLIC						
AUDITORS.						

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH ANY DIRECTIONS HEREINBEFORE GIVEN. UNLESS OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED TO ELECT THE DIRECTORS AND TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC AUDITORS AND IN ACCORDANCE WITH THE DISCRETION OF THE PROXY OR PROXIES WITH RESPECT TO ANY OTHER BUSINESS TRANSACTED AT THE MEETING.

The undersigned hereby revokes any proxy or proxies heretofore given and acknowledges receipt of a copy of the Notice of Annual Meeting and Proxy Statement, both dated May 21, 2004, and a copy of the Company's Annual Report to stockholders for the fiscal year ended December 31, 2003.

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TO CHANGE YOUR ADDRESS ON YOUR ACCOUNT, PLEASE CHECK THE BOX AT RIGHT AND INDICATE YOUR NEW ADDRESS IN THE ADDRESS SPACE ABOVE. PLEASE NOTE THAT CHANGES TO THE REGISTERED NAME(S) ON THE ACCOUNT MAY NOT BE SUBMITTED VIA THIS METHOD. / /

Signature: _____ Date: _____ Signature: _____ Date: _____

NOTE: Please sign exactly as your name or names appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full titles as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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