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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934

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 ss.240.14a-12

THE QUIGLEY CORPORATION
- --
(Name of Registrant as Specified in Its Charter)

- --
(Name of Person(s) Filing Proxy Statement, if other than the 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:
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(2) Aggregate number of securities to which transaction applies:
- --

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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(4) Proposed maximum aggregate value of transaction:
- --

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/_/ 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 27, 2006

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 Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901 on Tuesday, June 27, 2006, 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 Amper, Politziner & Mattia, P.C. as independent auditors for the year ending December 31, 2006.

(iii) To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

Only stockholders of record at the close of business on April 28, 2006 will be entitled to notice of and to vote at the Meeting or any adjournments or postponements 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 BROKER'S STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

By Order of the Board of Directors

/s/ Charles A. Phillips

CHARLES A. PHILLIPS, Secretary

Doylestown, PA
May 26, 2006

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

JUNE 27, 2006

This proxy statement (the "Proxy Statement") is being furnished in connection with the solicitation of proxies ("Proxies," or if one, a "Proxy") 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 Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901 on Tuesday, June 27, 2006, at 4:00 P.M., local time, and any adjournments or postponements 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 26, 2006.

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 Amper, Politziner & Mattia, P.C. as independent auditors for the year ending December 31, 2006.

(iii) To transact such other business as may properly come before the Meeting and any adjournments or postponements 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 BROKER'S 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 28, 2006 (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 12,480,478 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 the election as directors the persons who have been nominated by the Board of Directors, (ii), for the ratification of the appointment of Amper, Politziner & Mattia, P.C. as the Company's independent auditors for the year ending December 31, 2006, 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, 2005 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 28, 2006 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 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)	3,708,764	27.8
CHARLES A. PHILLIPS (2) (3) (5)	1,700,377	12.9
GEORGE J. LONGO (2) (3) (6)	675,000	5.2
JACQUELINE F. LEWIS (2) (7)	120,000	1.0
ROUNSEVELLE W. SCHAUM (2) (8)	65,000	-
STEPHEN W. WOUCH (2) (9)	50,500	-
TERRENCE O. TORMEY (2) (10)	40,000	-
ALL DIRECTORS AND OFFICERS (11) (Seven Persons)	6,359,641	42.6

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("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 for shares of common stock which are exercisable within sixty (60) days of April 28, 2006.
(2) Director of the Company.
(3) Executive Officer of the Company.
(4) Mr. Quigley's beneficial ownership includes options and warrants exercisable within sixty (60) days from April 28, 2006 to purchase 785,000 shares of Common Stock, options and warrants to purchase 82,500 shares of Common Stock beneficially owned by Mr. Quigley's wife and an aggregate of 394,705 shares beneficially owned by members of Mr. Quigley's immediate family and no longer includes 120,000 shares held by Mr. Quigley's adult children.
(5) Mr. Phillips' beneficial ownership includes options and warrants exercisable within sixty (60) days from April 28, 2006 to purchase 687,000 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 28, 2006 to purchase 635,000 shares of Common Stock.
(7) Ms. Lewis' address is P. O. Box 581, Lahaska, PA 18931. Ms. Lewis' beneficial ownership includes options exercisable within sixty (60) days from April 28, 2006 to purchase 120,000 shares of Common Stock.
(8) Mr. Schaum's address is 157 Harrison Ave, #17, Newport, RI 02840. Mr. Schaum's beneficial ownership includes options exercisable within sixty (60) days from April 28, 2006 to purchase 65,000 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 28, 2006 to purchase 50,000 shares of Common Stock.
(10) Mr. Tormey's address is 4842 Mountain Top Road West, New Hope, PA 18938. Mr. Tormey's beneficial ownership includes options exercisable within sixty (60) days from April 28, 2006 to purchase 40,000 shares of Common Stock.
(11) Includes an aggregate of 2,464,500 shares of Common Stock underlying options and warrants that are exercisable within sixty (60) days from April 28, 2006.

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, 2005, 2004 and 2003 paid or accrued by the Company to the Company's Chief Executive Officer and each highly compensated executive officer of the Company whose compensation exceeded $100,000 (the "Named Executive Officers") during 2005:

SUMMARY COMPENSATION TABLE

Annual Compensation	Long-Term Compensation	All Other Compensation

Name and Principal Position	Year	Salary (1) ($)	Bonus (2) ($)	Other Annual Compensation (3) (4) ($)	Securities Underlying Options (#)	(5) ($)
Guy J. Quigley	2005	775,513	631,635	275,091	100,000	18,396
Chairman of the Board,	2004	725,800	244,958	782,509	50,000	16,396
President, Chief	2003	604,800	226,800	667,006	50,000	14,396
Executive Officer						
Charles A. Phillips	2005	571,813	453,360	91,697	80,000	18,258
Executive Vice President,	2004	508,100	171,484	260,836	45,000	16,258
Chief Operating Officer	2003	423.400	158,775	222,334	45,000	14,258
George J. Longo	2005	383,460	287,595	-	40,000	18,258
Vice President,	2004	365,200	123,255	-	40,000	16,258
Chief Financial Officer	2003	347,800	130,425	-	40,000	14,258

(1) Compensation paid pursuant to employment agreements.

(2) Bonuses paid pursuant to the Company attaining specified sales and net income goals and contract extension.

(3) Additional compensation, until May 31, 2005, includes founder's commission of 3.75% of sales collected, less certain deductions, for Mr. Quigley, and founder's commission of 1.25% of sales collected, less certain deductions, for Mr. Phillips.

(4) The value of personal benefits for the Named Executive Officers of the Company that might be attributable to management as executive fringe benefits, such as vehicles, cannot 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 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") and approved by the stockholders in 1998 and subsequently amended in 2000 and approved by the stockholders in 2001 and amended and approved by the stockholders in 2005. Pursuant to the 1997 Stock Option Plan, options have been granted to directors, executive officers, and employees during 2005, 2004 and 2003. In early 1999, the Company implemented a defined contribution plan for its employees with the Company's contribution to the plan based on the amount of the employee plan contribution.

OPTION GRANTS TABLE

The following table sets forth certain information regarding stock option grants made to each of the Named Executive Officers during 2005:

OPTION GRANTS DURING 2005 FISCAL YEAR

Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price ($/sh)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term ($) (1) 5%	10%
Guy J. Quigley	100,000	19.2	13.80	12/11/15	868,000	2,199,000
Charles A. Phillips	80,000	15.4	13.80	12/11/15	694,400	1,759,000
George J. Longo	40,000	7.7	13.80	12/11/15	347,200	879,600

(1) The potential realizable value 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 2005 and unexercised stock options at the end of 2005 with respect to the Named 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 ($)	Number of Securities Underlying Unexercised Options at Fiscal Year End Exercisable / Unexercisable	Value of Unexercised In-the Money Options at Fiscal Year End ($) (1) Exercisable/Unexercisable
Guy J. Quigley	-	-	1,085,000 / 0	8,839,450 / 0
Charles A. Phillips	-	-	987,000 / 0	8,427,310 / 0
George J. Longo	-	-	635,000 / 0	4,588,025 / 0

(1) Represents the total gain that would be realized if all in-the-money options held at December 30, 2005 were exercised, determined by multiplying the number of shares underlying the options by the difference between the per share option exercise price and $13.82 per share, which was the closing price per share of the Company's Common Stock on December 30, 2005. 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 December 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Quigley was 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 expired on May 31, 2005 and was shared with Charles A. Phillips at a ratio of 75% and 25%, respectively. Upon the termination of the contract for any reason, Mr. Quigley was entitled to the remainder of the compensation owed him through December 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 December 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Phillips was 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 until its expiration on May 31, 2005. 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 was entitled to the remainder of the compensation owed him through December 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 December 31, 2005. The agreement provided 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 was to receive the full amount of his base salary for eighteen months. Upon a change of control of the Company, Mr. Longo was entitled to receive compensation for the remaining term of the agreement until December 31, 2005. Upon early termination by the Company without cause (as defined in the agreement), the Company was required to pay Mr. Longo the remainder of the salary owed him through December 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, 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 the fiscal year ended December 31, 2005, all reports of ownership and changes in ownership applicable to its executive officers, directors, and greater than ten-percent beneficial owners were not filed on a timely basis, as each such person inadvertently filed a Form 4 late on one occasion for one transaction.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For the year ended December 31, 2005, $366,788 was paid or payable pursuant to the 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. Their aggregate compensation for 2005 was $519,455, and they received option grants to purchase an aggregate of 29,500 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, is Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Approximately $40,000 was paid or payable by the Company to such firms during 2005 and fees amounting to $226,882 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	Chairman of the Board, President, CEO	64	1989
Charles A. Phillips	Executive Vice President, COO and Director	58	1989
George J. Longo	Vice President, CFO and Director	59	1997
Jacqueline F. Lewis*	Director	61	1997
Rounsevelle W. Schaum*	Director	74	2000
Stephen W. Wouch*	Director	51	2003
Terrence O. Tormey	Director	51	2004

* Current member of the Audit & Compensation Committees.

GUY J. QUIGLEY is the founder and has been Chairman of the Board, President and Chief Executive Officer of the Company since September 1989. Prior to such date, Mr. Quigley, an accomplished author, established and operated various manufacturing, sales, marketing, cattle ranching, pedigree cattle breeding and real estate companies in the United States, Europe and Africa.

CHARLES A. PHILLIPS has been Executive Vice President, Chief Operating 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 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 in Corporate Accounting Management with the predecessor pharmaceutical company to Aventis S.A. Prior to that, Mr. Longo was with KPMG LLP.

JACQUELINE F. LEWIS was appointed to the Board of Directors in December 1997. From 2003 until March 2005, she was the President and Director of CPC, a list management and marketing company. Prior to 2003, she co-founded and managed D. A. Lewis, Inc., a direct mail advertising company, for 27 years. Ms. Lewis was a founding director of Suburban Community Bank and served on its Board of Directors until Univest Corporation of Pennsylvania (Nasdaq: UVSP) acquired Suburban Community Bank. In April 2005, Ms. Lewis was appointed to the Board of Directors of Univest Foundation.

ROUNSEVELLE W. SCHAUM was appointed to the Board of Directors in March 2000. Since 1993, Mr. Shaum 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 Gales Industries, Inc. (OTCBB: GLDS), Camelot Entertainment Group, Inc. (OTCBB: CMEG); Magic Web, Inc. (OTCPK: MGWB) and Turboworx, Inc.

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 The Tormey Consulting Group, which was founded in 2003, a sales and marketing consulting firm whose services 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. From 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 The Foundation for Ichthyosis & Related Skin Types, Inc. (F.I.R.S.T.), a non-profit organization, dedicated to medical research of rare skin diseases.

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, 2005, there were five meetings of the Board of Directors. Each of the directors attended (or participated by telephone in) more than 75% of such meetings of the Board of Directors and meetings of committees on which they served in 2005. During 2005, the Board of Directors also acted by unanimous written consent in lieu of a meeting on two occasions. The independent members that serve on committees of the Board of Directors met in executive session on seven occasions during 2005. Messrs. Schaum, Wouch and Tormey and Ms. Lewis are deemed to be independent under NASD Rule 4200 and as such, the 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. All seven members of the Board of Directors attended the 2005 Annual Meeting of Stockholders.

The Company has three standing committees: the Audit Committee, the Executive Operating Committee and the 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.

Since December 18, 2003, decisions concerning nominees for the Board of Directors have been 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 members of its Board of Directors. 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. Such candidates recommended by stockholders will be evaluated on the same basis as all other candidates.

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, internal controls and financial 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 four times during 2005.

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 did not meet during 2005.

The members of the Compensation Committee are Messrs. Schaum and Wouch and Ms. Lewis. The Compensation Committee reviews and approves 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 three times during 2005.

COMPENSATION OF DIRECTORS

Outside directors receive annualized compensation of $18,900. Each outside director that serves on the Audit Committee received a total annualized compensation of $28,350 and the Chairman of the Audit Committee received annualized compensation of $28,350. In addition, in December 2005, the Board of Directors approved the grant of options to purchase 20,000 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 of Directors or on any Committee thereof.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee provides overall guidance and approval of the Company's executive compensation program. Messrs. Schaum and Wouch and Ms. Lewis served on the Compensation Committee during the fiscal year ended December 31, 2005. None of the Compensation Committee members were officers or employees of the Company at any time prior to December 31, 2005 or had any relationship requiring disclosure under the caption "Certain Relationships and Related Transactions." All independent members of the Board of Directors participate in the approval of each of the Company's executive compensation programs described in the "Report on Executive Compensation." No executive officer of the Company served on any other entity's compensation committee or other committee performing similar functions during the fiscal year. There are certain related parties of Mr. Quigley that receive compensation from the Company. See "Certain Relationships and Related 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.

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, and in 2004, it initiated an Insider Trading Policy for all employees of the Company.

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.

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. The Board of Directors has determined that Messrs. Schaum and Wouch are financial experts, as defined under SEC rules, serving on the Audit Committee. The Audit Committee operates under a written charter adopted by the Board of Directors in 2000 and amended in 2002.

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2005.

We have discussed with the independent auditors, Amper, Politziner & Mattia, P.C., 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 Amper, Politziner & Mattia, P.C. and PricewaterhouseCoopers LLP, which reflect additional costs due to the change in the Company's independent registered public accounting firm in 2004 were discussed and amounted to:

Description	2005	2005*	2004	2004*
Audit fees	$152,600	$13,500	$99,000	$52,500
Audit related fees	31,500	-	41,837	-

Tax fees	23,600	-	23,785	-
All other fees	-	2,000	4,996	67,200
Total	$207,700	$15,500	$169,618	$119,700

*PricewaterhouseCoopers LLP

The Company's Audit Committee shall review and pre-approve all 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.

We have received and reviewed written disclosures and the letter from Amper, Politziner & Mattia, P.C., required by Independent 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, 2005 for filing with the Securities and Exchange Commission.

On July 8, 2004, the Company dismissed PricewaterhouseCoopers LLP ("PwC") as its independent registered public accounting firm. On the same date, the Company engaged Amper, Politziner & Mattia, P.C. ("APM") as independent accountants. The dismissal of PwC and engagement of APM were approved by the Audit Committee of the Company.

The reports of PwC on the Company's financial statements for the 2003 fiscal year did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle and there were no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

AUDIT COMMITTEE

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

REPORT ON EXECUTIVE COMPENSATION

GENERAL

The Compensation Committee reviews and, along with other outside directors, approves 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, which are subject to approval by the full Board of Directors.

COMPENSATION PHILOSOPHY

In reaching decisions regarding executive compensation, the Compensation Committee balances the total compensation package for each executive 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 Compensation Committee 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 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 Compensation Committee adopting and approving sales and profit goals annualy 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 $1,682,239 in 2005. Mr. Quigley's compensation is based upon the factors described in the compensation program section paragraphs above and as set forth in his employment contract.

COMPENSATION COMMITTEE

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

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, a "peer group" index classified as drug related products by CoreData, Inc. ("Coredata Group Index") and the NASDAQ Market Index. The comparisons utilize an investment of $100 on December 31, 2000 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.

[OBJECT OMITTED]]

COMPARISON OF CUMULATIVE TOTAL RETURN OF ONE OR MORE
COMPANIES, PEER GROUPS, INDUSTRY INDEXES AND/OR BROAD MARKETS

	FISCAL YEAR ENDING					
COMPANY/INDEX/MARKET	12/29/2000	12/31/2001	12/31/2002	12/31/2003	12/31/2004	12/30/2005
Quigley Corporation, The	100.00	282.90	676.51	1,308.73	1,036.65	1,699.88
Drug Related Products	100.00	146.19	146.46	270.71	298.32	238.19
Nasdaq Market Index	100.00	79.71	55.60	83.60	90.63	92.62

PROPOSAL 2. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors has appointed Amper, Politziner & Mattia, P.C. as the Company's independent public auditor for the fiscal year ending December 31, 2006. Although the selection of auditors does not require ratification, the Board of Directors has directed that the appointment of Amper, Politziner & Mattia, P.C. be submitted to stockholders for ratification due to the significance of their appointment to the Company. A representative of Amper, Politziner & Mattia, P.C. 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 Amper, Politziner & Mattia, P.C. as independent auditors of the Company. Abstentions will have the effect of a vote against this proposal, while broker non-votes will have no effect on the outcome of this proposal.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company recommends a vote "FOR" the ratification of the appointment of Amper, Politziner & Mattia, P.C. as the Company's independent auditors for the year ending December 31, 2006.

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 be submitted by Certified Mail - Return Receipt Requested and be received at the Company's principal executive offices not later than January 26, 2007.

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 26, 2006 THE QUIGLEY CORPORATION

By:/s/ Charles A. Phillips

CHARLES A. PHILLIPS, Secretary

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

PROXY -- ANNUAL MEETING OF STOCKHOLDERS
JUNE 27, 2006

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 Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, Pennsylvania 18901, on Tuesday, June 27, 2006, 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	O GUY J. QUIGLEY
	O CHARLES A. PHILIPS
/_/ WITHHOLD	O GEORGE J. LONGO
AUTHORITY FOR ALL	O JACQUELINE F. LEWIS
NOMINEES	O ROUNSEVELLE W. SCHAUM

O STEPHEN W. WOUCH

/_/ FOR ALL EXCEPT O TERRENCE O. TORMEY
(SEE INSTRUCTION BELOW)

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 /X/.

	FOR	AGAINST	ABSTAIN
2. RATIFICATION OF APPOINTMENT OF AMPER, POLITZINER & MATTIA, P.C. AS THE COMPANY'S INDEPENDENT PUBLIC AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2006.	/_/	/_/	/_/

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 AMPER, POLITZINER & MATTIA, P.C. 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 26, 2006, and a copy of the Company's Annual Report to stockholders for the fiscal year ended December 31, 2005.

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.