COOK IAN M Form 4 August 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * COOK IAN M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COLGATE PALMOLIVE CO [CL]

(Middle)

(Check all applicable)

C/O COLGATE-PALMOLIVE

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 08/03/2012

X Director 10% Owner _X__ Officer (give title Other (specify

below) Chairman, President & CEO

COMPANY, 300 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City)	(State)	(Zip) Ta	ble I - No	n-	Derivative	Secur	ities Acquired	, Disposed of, or	Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/03/2012		Code $M_{\underline{(1)}}$	V	Amount 95,000	(D)	Price \$ 55.11	618,175	D	
Common Stock	08/03/2012		M(1)		165,000	A	\$ 60.68	783,175	D	
Common Stock	08/02/2012		S(2)		196,801	D	\$ 106.7743 (3)	586,374	D	
Common Stock								48,845	I	By Issuer's 401(k) Plan

Trustee

SEC 1474

(9-02)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 55.11	08/03/2012		M(1)		95,000	09/12/2005	09/12/2012	Common Stock	95,000
Stock Option (Right to Buy)	\$ 60.68	08/03/2012		M <u>(1)</u>		165,000	09/07/2009	09/07/2012	Common Stock	165,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
and the state of t	Director	10% Owner	Officer	Other			
COOK IAN M C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK NY 10022	X		Chairman, President & CEO				

Signatures

Joyce McCarthy by power of attorney

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of stock options awarded under the issuer's employee stock option plan.

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- (2) Sale of shares with proceeds delivered to the issuer for payment of the exercise price of options under the issuer's employee stock option plan and the related tax withholding.
- Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$106.16 to \$107.45, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.