Dolan Victoria L Form 4 February 02, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Dolan Victor	*	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			COLGATE PALMOLIVE CO [CL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O COLGATE-PALMOLIVE			01/31/2012	X Officer (give title Other (specify			
COMPANY, 300 PARK AVENUE				below) below)  VP & Corporate Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10022				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities 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) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			(D) (5)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	01/31/2012		Code V  M(1)	Amount 9,666	(D)	Price \$ 73.23	28,242	D				
Common Stock	01/31/2012		M(1)	4,833	A	\$ 76.58	33,075	D				
Common Stock	01/31/2012		S(2)	14,499	D	\$ 90.3974	18,576	D				
Common Stock							249	I	By Issuer's 401(k) Plan Trustee			

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

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SEC 1474 (9-02)

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 on Derivative 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)		3 3 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 73.23	01/31/2012		M <u>(1)</u>		9,666	09/10/2011	09/10/2015	Common Stock	9,666	
Stock Option (Right to Buy)	\$ 76.58	01/31/2012		M(1)		4,833	09/16/2011	09/16/2016	Common Stock	4,833	

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dolan Victoria L C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022

VP & Corporate Controller

## **Signatures**

Nina R. Huffman by power of attorney 02/02/2012

\*\*Signature of Reporting Person Date

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## **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.
- (2) Sale of shares with a portion of the 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.

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.