

Greene Thomas W Jr
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Greene Thomas W Jr

2. Issuer Name and Ticker or Trading Symbol
COLGATE PALMOLIVE CO [CL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O COLGATE-PALMOLIVE COMPANY, 300 PARK AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Information Officer

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	07/31/2012		M ⁽¹⁾	18,000 A \$ 79.52	40,051	D	
Common Stock	07/31/2012		M ⁽¹⁾	13,766 A \$ 73.23	53,817	D	
Common Stock	07/31/2012		M ⁽¹⁾	7,333 A \$ 76.58	61,150	D	
Common Stock	07/31/2012		S ⁽²⁾	39,099 D \$ 107.1002	22,051	D	
Common Stock	07/31/2012		S	4,642 D \$ 107.2	17,409	D	

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Common Stock		1,837	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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(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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 79.52	07/31/2012		M ⁽¹⁾	18,000	09/11/2011	09/11/2014	Common Stock	18,000
Stock Option (Right to Buy)	\$ 73.23	07/31/2012		M ⁽¹⁾	13,766	09/10/2011 ⁽⁴⁾	09/10/2015	Common Stock	13,766
Stock Option (Right to Buy)	\$ 76.58	07/31/2012		M ⁽¹⁾	7,333	09/16/2011 ⁽⁴⁾	09/16/2016	Common Stock	7,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greene Thomas W Jr C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			Chief Information Officer	

Signatures

Nina Huffman by Power of
Attorney

08/02/2012

__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.
- (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 \$107.00 to \$107.33, 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 ranges set forth in this footnote.
- (3) Commission, upon request, additional information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) Option became exercisable in one-third increments beginning on the first anniversary of the grant date.

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.