HENDRY ANDREW D

Form 4 May 23, 2013

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-026/ Expires: January 31, 2005

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HENDRY ANDREW D			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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O COLGATE-PALMOLIVE			05/21/2013	X Officer (give title Other (specify		
COMPANY, 300 PARK AVENUE				below) below) Chief Legal Officer &Secretary		
(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		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	curities Ownership neficially Form: oned Direct (D) flowing or Indirect ported (I) nnsaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)		
Common Stock	05/21/2013		M <u>(1)</u>	4,000	A	\$ 34.07	198,258 <u>(2)</u>	D	
Common Stock	05/21/2013		S(3)	4,000	D	\$ 61.64	194,458 <u>(2)</u>	D	
Common Stock	05/21/2013		S(4)	2,000	D	\$ 61.6225	192,258 (2)	D	
Common Stock							4,854 <u>(2)</u>	I	By Issuer's 401(k) Plan Trustee

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Common Stock	7,522 (2)	I	By Son (5)
Common Stock	1,528 (2)	I	By Spouse (5)
	r a		

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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities uired or osed of r. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (6)	\$ 34.07	05/21/2013		M <u>(1)</u>		4,000	09/12/2010	09/12/2013	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HENDRY ANDREW D C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			Chief Legal Officer &Secretary			

Signatures

Joyce McCarthy by power of attorney	05/23/2013		
**Signature of Reporting Person	Date		

2 Reporting Owners

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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. This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (2) All amounts reported on this Form 4 reflect the 2-for-1 stock split of the common stock of the issuer effective as of May 15, 2013.
- (3) 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. This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (4) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (6) The exercise price and number of shares of the issuer's common stock underlying this option have been adjusted as a result of the 2-for-1 stock split of the common stock of the issuer effective as of May 15, 2013.

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.