

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Colgate-Palmolive Company  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation or Organization)

13-1815595  
(IRS Employer Identification No.)

300 Park Avenue, New York, N.Y.  
(Address of Principal Executive Offices)

10022  
(Zip Code)

COLGATE-PALMOLIVE COMPANY  
1996 STOCK OPTION PLAN  
(Full Title of the Plan)

ANDREW D. HENDRY, Senior Vice President,  
General Counsel and Secretary  
Colgate-Palmolive Company  
300 Park Avenue  
New York, NY 10022

(Name and Address of Agent for Service)  
212-310-2239  
(Telephone Number, Including Area Code, of Agent For Service)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, filed by the Company and the Company's 1996 Stock Option Plan (the "Plan") with the Commission under the Securities and Exchange Act of 1934 (File No. 1-644-2), are incorporated in this registration statement by reference:

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, Par Value \$1 Per Share.....	1,800,000 shs	\$108.19	\$194,742,000	\$59,013.00

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h), based on the average of the high and low per share market price of the Common Stock for New York Stock Exchange Composite Transactions on March 18, 1997 of \$108.19.

(1) The Company's Annual Report on Form 10-K for the year ended December 31, 1996.

(2) The description of the Company's Common Stock contained in the Company's Current Report on Form 8-K dated October 17, 1991.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified and superseded, to constitute a part of this registration statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legality of the shares of the Company's Common Stock offered hereby has been passed upon by Andrew D. Hendry, Senior Vice President, General Counsel and Secretary of the Company. As of March 14, 1997, Mr. Hendry beneficially owned 14,663 shares of Common Stock of the Company, 8,766 restricted shares of Common Stock of the Company, and options to purchase 83,963 shares of Common Stock of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Reference is made to Section 145 of the General Corporation Law of the State of Delaware (the "GCL"), which provides for indemnification of directors, officers and other employees in certain circumstances, and to Section 102(b)(7) of the GCL, which provides for the elimination or limitation of the personal liability for monetary damages of directors under certain circumstances. Article Tenth of the Restated Certificate of Incorporation of the Company, as amended, eliminates the personal liability for monetary damages of directors under certain circumstances and provides indemnification to directors, officers and other employees of the Company to the fullest extent permitted by the GCL. The Company has also executed indemnification agreements with the directors, officers and certain other employees of the Company. Such indemnification agreements contain provisions which purport to provide indemnification, where not limited by applicable law, for amounts paid by such individuals in settlement of shareholder derivative actions. Additionally, the Company maintains customary directors' and officers' liability insurance.

ITEM 8. EXHIBITS

Exhibit  
Number

- - - - -

- 5 -- Opinion of Andrew D. Hendry, Senior Vice President, General Counsel and Secretary of the Company.
- 23(a) -- Consent of Andrew D. Hendry, Senior Vice President, General Counsel and Secretary of the Company (included in Exhibit 5).
- 23(b) -- Consent of Arthur Andersen LLP, independent public accountants for the Company.
- 24 -- Powers of Attorney.

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF NEW YORK, STATE OF NEW YORK ON THE DATE APPEARING BELOW.

COLGATE-PALMOLIVE COMPANY  
(The Registrant)

By: /s/ Andrew D. Hendry  
-----  
Andrew D. Hendry, Senior Vice President,  
General Counsel and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED.

SIGNATURE	TITLE	DATE
----- Principal Executive Officer and Director:  /s/ Reuben Mark ----- Reuben Mark Principal Financial Officer and Principal Accounting Officer:	Chairman of the Board, Chief Executive Officer and Director	March 20, 1997
----- /s/ Stephen C. Patrick ----- Stephen C. Patrick	Chief Financial Officer	March 20, 1997

Directors:

- Vernon R. Alden\*
- Jill K. Conway\*
- Ronald E. Ferguson\*
- Ellen M. Hancock\*
- David W. Johnson\*
- John P. Kendall\*
- Richard J. Kogan
- Delano E. Lewis\*
- Howard B. Wentz, Jr.\*

\*By: /s/ Andrew D. Hendry  
-----  
Andrew D. Hendry  
Attorney-in-Fact  
March 20, 1997

March 20, 1997

Colgate-Palmolive Company  
300 Park Avenue  
New York, NY 10022

Re: Colgate-Palmolive Company 1996 Stock Option Plan  
Registration Statement on Form S-8  
-----

Gentlemen:

This opinion is rendered to you in connection with the above mentioned Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), for the registration by Colgate-Palmolive Company (the "Company"), of 1,800,000 shares (the "Shares") of Common Stock, par value \$1.00 per share (the "Common Stock"), of the Company for issuance under the Company's 1996 Stock Option Plan (the "Plan").

I am Senior Vice President, General Counsel and Secretary of the Company. I or attorneys under my supervision are familiar with the Plan for which the Shares are being registered. In rendering my opinion as to the Shares, I have relied upon opinions delivered to the New York Stock Exchange with respect to original issuances of Common Stock and have assumed that such Common Stock was originally issued as contemplated by such opinions

Based upon the foregoing, it is my opinion that the Shares have been duly authorized and, once issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I consent to the use of this opinion as Exhibit 5 to the Registration Statement and to the reference thereto under the caption "Interests of Named Experts and Counsel" in Part II of the Registration Statement. My consent to such reference does not constitute an admission that I fall within the category of persons whose consent is required under the Act.

Very truly yours,

/s/ Andrew D. Hendry

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
-----

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated March 6, 1997 included in Colgate-Palmolive Company's Form 10-K for the year ended December 31, 1996 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

New York, New York  
March 14, 1997

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Jill K. Conway, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

                                  /s/ Jill K. Conway  
-----  
Name:                          Jill K. Conway

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Ronald E. Ferguson, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Ronald E. Ferguson

-----  
Name: Ronald E. Ferguson

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Ellen M. Hancock, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Ellen M. Hancock

-----  
Name: Ellen M. Hancock

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, David W. Johnson, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ David W. Johnson

-----  
Name: David W. Johnson

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, John P. Kendall, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ John P. Kendall

-----  
Name: John P. Kendall

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Richard J. Kogan, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Richard J. Kogan

-----  
Name: Richard J. Kogan

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Delano E. Lewis, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Delano E. Lewis

-----  
Name: Delano E. Lewis

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Howard B. Wentz, Jr., do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Howard B. Wentz, Jr.

-----  
Name: Howard B. Wentz, Jr.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Reuben Mark, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Reuben Mark

-----  
Name: Reuben Mark

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, Vernon R. Alden, do hereby make, constitute and appoint Stephen C. Patrick and Andrew D. Hendry, and each of them, as my attorneys-in-fact and agents with full power of substitution for me and in my name, place and stead, in any and all capacities, to execute for me and on my behalf a Registration Statement of Colgate-Palmolive Company (the "Company") on Form S-8, or other appropriate forms relating to the issuance, pursuant to the Colgate-Palmolive Company 1996 Stock Option Plan, of 1,800,000 shares of Common Stock, and any and all amendments (including post-effective amendments) to the foregoing Registration Statement and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary and proper to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and/or any of them, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 6th day of March, 1997.

/s/ Vernon R. Alden

-----  
Name: Vernon R. Alden