П

## FORM 4

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

OMB APPROVAL

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person <sup>*</sup><br><u>MOISON FRANCK J</u> |               | son <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>COLGATE PALMOLIVE CO</u> [ CL ] |                        | ationship of Reporting Per<br>k all applicable)<br>Director                              | 10% Owner                                  |
|--|---------------|------------------|--|------------------------|--|--|
| (Last) (First) (Middle)<br>C/O COLGATE-PALMOLIVE COMPANY<br>300 PARK AVENUE    |               |                  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/16/2012                           | - X                    | Officer (give title<br>below)<br>COO Emerging Mkt  | Other (specify<br>below)<br>s.& So. Pacif. |
| (Street)<br>NEW YORK<br>(City)   | NY<br>(State) | 10022<br>(Zip)   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Indiv<br>Line)<br>X | vidual or Joint/Group Filin<br>Form filed by One Rep<br>Form filed by More tha<br>Person | orting Person                              |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   |        |                     |                                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|---------------------------------|--|---|---|---|--------|---------------------|----------------------------------|---|---|---|--|
|                                 |  |   | Code                                    | v | Amount | (A) or<br>(D) Price |                                  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |  |
| Common Stock                    | 07/02/2012                                 |   | G                                       | v | 5      | D                   | \$0                              | 83,669  | D   |   |  |
| Common Stock                    | 07/16/2012                                 |   | M <sup>(1)(3)</sup>                     |   | 9,333  | Α                   | \$60.68                          | 93,002  | D   |   |  |
| Common Stock                    | 07/16/2012                                 |   | M <sup>(1)(3)</sup>                     |   | 3,333  | A                   | \$53.055                         | 96,335  | D   |   |  |
| Common Stock                    | 07/16/2012                                 |   | S <sup>(2)(3)</sup>                     |   | 12,666 | D                   | <b>\$105.0633</b> <sup>(4)</sup> | 83,669  | D   |   |  |
| Common Stock                    |  |   |   |   |        |                     |                                  | 17,311  | I   | By<br>Issuer's<br>401(k)<br>Plan<br>Trustee         |  |

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

|   | (eigi, pars, variants, options, convertisie securities)               |  |   |                                 |   |     |       |  |                    |  |  |   |  |  |  |
|---|---|--|---|---------------------------------|---|-----|-------|--|--------------------|--|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transac<br>Code (Ir<br>8) |   | of  |       | 6. Date Exerc<br>Expiration Da<br>(Month/Day/) | ate                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                            | v | (A) | (D)   | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$60.68   | 07/16/2012                                 |   | M <sup>(1)(3)</sup>             |   |     | 9,333 | 09/07/2009                                     | 09/07/2012         | Common<br>Stock  | 9,333                                  | \$0   | 9,335  | D  |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$53.055  | 07/16/2012                                 |   | M <sup>(1)(3)</sup>             |   |     | 3,333 | 12/12/2005                                     | 12/12/2012         | Common<br>Stock  | 3,333                                  | \$0   | 13,335   | D  |  |

## Explanation of Responses:

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.

3. This transaction was effected pursuant to a Rule 10b5-1 trading plan.

4. Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$104.75 to \$105.25, 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.

**Remarks:** 

Joyce McCarthy by power of attorney

07/18/2012

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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