

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 APPROVAL                                 |           |
|--|-----------|
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|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>HENDRY ANDREW D</b><br><hr/> (Last) (First) (Middle)<br><b>C/O COLGATE-PALMOLIVE COMPANY</b><br><b>300 PARK AVENUE</b><br><hr/> (Street)<br><b>NEW YORK NY 10022</b><br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>COLGATE PALMOLIVE CO [ CL ]</b>  |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><b>X Chief Legal Officer &amp; Secretary</b> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/02/2013</b>  |  |  |  |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |  |  |  |
|   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><b>X</b> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |  |  |

**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                    | 04/02/2013                           |  | M <sup>(1)</sup>               |   | 2,000   | A          | \$68.15  | 101,993   | D  |   |
| Common Stock                    | 04/02/2013                           |  | S <sup>(2)</sup>               |   | 2,000   | D          | \$118.05 | 99,993  | D  |   |
| Common Stock                    | 04/02/2013                           |  | S <sup>(3)</sup>               |   | 1,000   | D          | \$118.05 | 98,993  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 2,398   | I  | By Issuer's 401(k) Plan Trustee                       |
| Common Stock                    |                                      |  |                                |   |   |            |          | 757   | I  | By Spouse <sup>(4)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,761   | I  | By Son <sup>(4)</sup>                                 |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$68.15  | 04/02/2013                           |  | M <sup>(1)</sup>               |   |  | 2,000 | 09/12/2010   | 09/12/2013      | Common Stock  | 2,000                                      | \$0  | 8,000   | D  |       |

**Explanation of Responses:**

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

**Remarks:**

/s/ Joyce McCarthy, Attorney-in-Fact 04/04/2013

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.