

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

**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

1. Name and Address of Reporting Person* <u>HANCOCK ELLEN M</u>  (Last) (First) (Middle) <u>C/O COLGATE-PALMOLIVE COMPANY</u> <u>300 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COLGATE PALMOLIVE CO [ CL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/17/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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 <sup>(1)</sup>	05/15/2017		M <sup>(2)</sup>		5,780	A	\$60.45	203,582	D	
Common Stock	05/15/2017		A <sup>(3)</sup>		2,512	A	\$0.0000	206,094	D	
Common Stock	05/15/2017		s <sup>(4)</sup>		4,920	D	\$71.7506 <sup>(5)</sup>	201,174	D	

**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)	\$60.45	05/15/2017		M <sup>(2)</sup>			5,780		<sup>(6)</sup> 05/13/2019	Common Stock	5,780	\$0.0000	0.0000	D	
Stock Option (Right to Buy)	\$71.65	05/15/2017		A <sup>(7)</sup>			5,703		05/15/2018 <sup>(8)</sup> 05/15/2023	Common Stock	5,703	\$0.0000	5,703	D	

**Explanation of Responses:**

- This amendment is filed solely to report the transactions that were inadvertently omitted from the Reporting Person's Form 4 filed on May 17, 2017.
- Exercise of stock options awarded under the issuer's incentive compensation plan.
- Annual director stock grant under the issuer's incentive compensation 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 incentive compensation plan.
- Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$71.75 to \$71.76, 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 range set forth in this footnote.
- Option became exercisable in one-third increments beginning on the first anniversary of the May 13, 2013 grant date.
- Annual director stock option grant under the issuer's incentive compensation plan.
- Option becomes exercisable in one-third increments beginning on the first anniversary of the grant date.

**Remarks:**

Amended filing to include reportable transactions. The original filing omitted these transactions and only reported her balance.

/s/ Kristine Hutchinson,  
Attorney-in-Fact

05/17/2017

\*\* 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.