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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from________ to________ .

Commission File Number: 1-644

COLGATE-PALMOLIVE COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE	**13-1815595**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
300 Park Avenue, New York, New York	**10022**
(Address of principal executive offices)	**(Zip Code)**

(212) 310-2000
(Registrant's telephone number, including area code)

NO CHANGES
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Shares Outstanding	Date
Common stock, $1.00 par value	888,842,604	September 30, 2016

PART I. FINANCIAL INFORMATION

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Income

(Dollars in Millions Except Per Share Amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Net sales	**$ 3,867**	$ 3,999	**$ 11,474**	$ 12,135
Cost of sales	**1,543**	1,652	**4,598**	5,029
Gross profit	**2,324**	2,347	**6,876**	7,106
Selling, general and administrative expenses	**1,322**	1,347	**3,996**	4,178
Other (income) expense, net	**(69)**	(136)	**(2)**	—
Operating profit	**1,071**	1,136	**2,882**	2,928
Interest (income) expense, net	**25**	5	**78**	19
Income before income taxes	**1,046**	1,131	**2,804**	2,909
Provision for income taxes	**300**	361	**846**	940
Net income including noncontrolling interests	**746**	770	**1,958**	1,969
Less: Net income attributable to noncontrolling interests	**44**	44	**123**	127
Net income attributable to Colgate-Palmolive Company	**$ 702**	$ 726	**$ 1,835**	$ 1,842
Earnings per common share, basic	**$ 0.79**	$ 0.81	**$ 2.05**	$ 2.04
Earnings per common share, diluted	**$ 0.78**	$ 0.80	**$ 2.04**	$ 2.02
Dividends declared per common share *	**$ 0.39**	$ 0.38	**$ 1.55**	$ 1.50

* Two dividends were declared in the first quarter of 2016 and 2015.

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Comprehensive Income

(Dollars in Millions)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Net income including noncontrolling interests	**$ 746**	$ 770	**$ 1,958**	$ 1,969
Other comprehensive income (loss), net of tax:				
Cumulative translation adjustments	**—**	(350)	**83**	(635)
Retirement plans and other retiree benefit adjustments	**16**	25	**39**	52
Gains (losses) on available-for-sale securities	**(1)**	—	**(1)**	(8)
Gains (losses) on cash flow hedges	**1**	7	**(3)**	4
Total Other comprehensive income (loss), net of tax	**16**	(318)	**118**	(587)
Total Comprehensive income including noncontrolling interests	**762**	452	**2,076**	1,382
Less: Net income attributable to noncontrolling interests	**44**	44	**123**	127
Less: Cumulative translation adjustments attributable to noncontrolling interests	**2**	(9)	**(3)**	(9)
Total Comprehensive income attributable to noncontrolling interests	**46**	35	**120**	118
Total Comprehensive income attributable to Colgate-Palmolive Company	**$ 716**	$ 417	**$ 1,956**	$ 1,264

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Balance Sheets

(Dollars in Millions)

(Unaudited)

	September 30, 2016	December 31, 2015
Assets		(A)
Current Assets		
Cash and cash equivalents	**$ 1,298**	$ 970
Receivables (net of allowances of $66 and $59, respectively)	**1,560**	1,427
Inventories	**1,193**	1,180
Other current assets	**713**	807
Total current assets	**4,764**	4,384
Property, plant and equipment:		
Cost	**8,309**	8,059
Less: Accumulated depreciation	**(4,472)**	(4,263)
	3,837	3,796
Goodwill	**2,181**	2,103
Other intangible assets, net	**1,346**	1,346
Deferred income taxes	**261**	67
Other assets	**234**	239
Total assets	**$ 12,623**	$ 11,935
Liabilities and Shareholders' Equity		
Current Liabilities		
Notes and loans payable	**$ 3**	$ 4
Current portion of long-term debt	**904**	298
Accounts payable	**1,076**	1,110
Accrued income taxes	**350**	277
Other accruals	**2,322**	1,845
Total current liabilities	**4,655**	3,534
Long-term debt	**5,616**	6,246
Deferred income taxes	**270**	233
Other liabilities	**1,854**	1,966
Total liabilities	**12,395**	11,979
Shareholders' Equity		
Common stock	**1,466**	1,466
Additional paid-in capital	**1,654**	1,438
Retained earnings	**19,310**	18,861
Accumulated other comprehensive income (loss)	**(3,829)**	(3,950)
Unearned compensation	**(3)**	(12)
Treasury stock, at cost	**(18,731)**	(18,102)
Total Colgate-Palmolive Company shareholders' equity	**(133)**	(299)
Noncontrolling interests	**361**	255
Total equity	**228**	(44)
Total liabilities and equity	**$ 12,623**	$ 11,935

(A) Prior year amounts have been reclassified to conform to the current year presentation of debt issuance costs required by Accounting Standards Update ("ASU") No. 2015-03 "Simplifying the Presentation of Debt Issuance Costs." See Note 1 to the Condensed Consolidated Financial Statements for additional information.

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Cash Flows

(Dollars in Millions)
(Unaudited)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Operating Activities		
Net income including noncontrolling interests	**$ 1,958**	$ 1,969
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operations:		
Depreciation and amortization	**329**	337
Restructuring and termination benefits, net of cash	**(1)**	68
Venezuela remeasurement charge	**—**	34
Stock-based compensation expense	**102**	104
Gain on sale of land in Mexico	**(97)**	—
Gain on sale of South Pacific laundry detergent business	**—**	(187)
Deferred income taxes	**50**	(42)
Voluntary benefit plan contribution	**(53)**	—
Cash effects of changes in:		
Receivables	**(126)**	(172)
Inventories	**4**	1
Accounts payable and other accruals	**101**	(18)
Other non-current assets and liabilities	**50**	14
Net cash provided by operations	**2,317**	2,108
Investing Activities		
Capital expenditures	**(392)**	(459)
Purchases of marketable securities and investments	**(271)**	(499)
Proceeds from sale of marketable securities and investments	**158**	398
Proceeds from the sale of land in Mexico	**60**	—
Proceeds from sale of South Pacific laundry detergent business	**—**	221
Payment for acquisitions, net of cash acquired	**—**	(13)
Other	**—**	8
Net cash used in investing activities	**(445)**	(344)
Financing Activities		
Principal payments on debt	**(5,446)**	(6,691)
Proceeds from issuance of debt	**5,447**	7,293
Dividends paid	**(1,053)**	(1,033)
Purchases of treasury shares	**(913)**	(1,196)
Proceeds from exercise of stock options and excess tax benefits	**418**	301
Net cash used in financing activities	**(1,547)**	(1,326)
Effect of exchange rate changes on Cash and cash equivalents	**3**	(82)
Net increase in Cash and cash equivalents	**328**	356
Cash and cash equivalents at beginning of the period	**970**	1,089
Cash and cash equivalents at end of the period	**$ 1,298**	$ 1,445
Supplemental Cash Flow Information		
Income taxes paid	**$ 696**	$ 967

See Notes to Condensed Consolidated Financial Statements.

1. Basis of Presentation

The Condensed Consolidated Financial Statements reflect all normal recurring adjustments which, in management’s opinion, are necessary for a fair statement of the results for interim periods. Results of operations for interim periods may not be representative of results to be expected for a full year.

Certain prior year amounts have been reclassified to conform to the current year presentation. The Company adopted Accounting Standards Update (“ASU”) No. 2015-03, “Simplifying the Presentation of Debt Issuance Costs,” on January 1, 2016. To conform to the current year’s presentation, debt issuance costs have been reclassified from Other assets and are now presented as a direct deduction to the carrying amount of the related debt balance at December 31, 2015. The reclassification had no further effect on the Company’s Consolidated Financial Statements.

For a complete set of financial statement notes, including the significant accounting policies of Colgate-Palmolive Company (together with its subsidiaries, the “Company” or “Colgate”), refer to the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

2. Use of Estimates

Provisions for certain expenses, including income taxes, media advertising and consumer promotion, are based on full year assumptions and are included in the accompanying Condensed Consolidated Financial Statements in proportion with estimated annual tax rates, the passage of time or estimated annual sales.

3. Recent Accounting Pronouncements

On August 26, 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments,” which clarifies how certain cash receipts and payments are to be presented in the Statement of cash flows. The guidance is effective for the Company on January 1, 2018 and early adoption is permitted. This new guidance is not expected to have a material impact on the Company’s Consolidated Financial Statements.

On March 30, 2016, the FASB issued ASU No. 2016-09, “Compensation–Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting,” which amends accounting for income taxes related to share-based compensation, the related classification in the statement of cash flows and share award forfeiture accounting. This guidance requires recognition of excess tax benefits and deficiencies (resulting from an increase or decrease in the fair value of an award from grant date to the vesting or exercise date) in the provision for income taxes as a discrete item in the quarterly period in which they occur. Currently, excess tax benefits are recognized in equity. In addition, these amounts will be classified as an operating activity in the Statement of cash flows instead of as a financing activity.

For the years 2013 to 2015, the Company recognized excess tax benefits in equity in the range of approximately $50 to $60 per year. These amounts may not necessarily be indicative of future amounts that may be recognized subsequent to the adoption of this new standard, as any excess tax benefits recognized would be dependent on future stock prices, employee exercise behavior and applicable tax rates. The new guidance is effective for the Company beginning on January 1, 2017 and early adoption is permitted.

On March 15, 2016, the FASB issued ASU No. 2016-07, “Investments–Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting,” which eliminates the requirement to retroactively adjust an investment that subsequently qualifies for equity method accounting (as a result of an increase in level of ownership interest or degree of influence) as if the equity method of accounting had been applied during all prior periods that the investment was held. The new standard requires that the investor add the cost of acquiring additional ownership interest in the investee to its current basis and prospectively adopt the equity method of accounting. Any unrealized gains or losses in an available-for-sale investment that subsequently qualifies as an equity method investment should be recognized in earnings at the date the investment qualifies as an equity method investment. The new guidance is effective for the Company beginning on January 1, 2017 and early adoption is permitted. This new guidance is not expected to have a material impact on the Company’s Consolidated Financial Statements.

On February 25, 2016, the FASB issued its final standard on lease accounting, ASU No. 2016-02, “Leases (Topic 842),” which supersedes Topic 840, “Leases.” The new accounting standard requires the recognition of right-of-use assets and lease liabilities for all long-term leases, including operating leases, on the balance sheet. The new standard also provides additional guidance on the measurement of the right-of-use assets and lease liabilities and will require enhanced disclosures about the Company’s leasing arrangements. This new standard is effective for the Company beginning January 1, 2019, with early adoption permitted. The standard requires a “modified retrospective” adoption, meaning the standard is applied to leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is currently assessing the impact of the new standard on its Consolidated Financial Statements.

On January 5, 2016, the FASB issued ASU No. 2016-01, “Financial Instruments–Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” The updated guidance enhances the reporting model for financial instruments and includes amendments to address aspects of recognition, measurement, presentation and disclosure. The amendment to the standard is effective for the Company beginning on January 1, 2018. While the Company is currently assessing the impact of the new standard, it does not expect this new guidance to have a material impact on its Consolidated Financial Statements.

On November 20, 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes,” which simplifies the presentation of deferred income taxes. Under the new accounting standard, deferred tax assets and liabilities are required to be classified as noncurrent, eliminating the prior requirement to separate deferred tax assets and liabilities into current and noncurrent. As permitted, the Company adopted the new standard on March 31, 2016, on a prospective basis, and did not retrospectively adjust prior periods.

On July 22, 2015, the FASB issued ASU No. 2015-11, “Inventory (Topic 330): Simplifying the Measurement of Inventory,” which simplifies the subsequent measurement of inventories by replacing the lower of cost or market test with a lower of cost and net realizable value test. The guidance applies only to inventories for which cost is determined by methods other than last-in first-out (“LIFO”) and the retail inventory method. The new guidance is effective for the Company beginning on January 1, 2017, with early adoption permitted. This new guidance is not expected to have a material impact on the Company’s Consolidated Financial Statements.

On May 28, 2014, the FASB and the International Accounting Standards Board issued their final converged standard on revenue recognition. The standard, issued as ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” by the FASB, provides a single, comprehensive revenue recognition model for all contracts with customers and supersedes current revenue recognition guidance. The revenue standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The new standard also includes enhanced disclosures which are significantly more comprehensive than those in existing revenue standards. This new guidance is effective for the Company beginning January 1, 2018. On March 30, 2016, the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers (Principal versus Agent Considerations),” to clarify the implementation guidance on principal versus agent considerations. On April 14, 2016, the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers (Identifying Performance Obligations and Licensing),” to clarify the implementation guidance on identifying performance obligations and licensing. On May 9, 2016, the FASB issued ASU No. 2016-12, “Revenue from Contracts with Customers (Narrow-Scope Improvements and Practical Expedients),” to clarify the implementation guidance on assessing collectibility, presentation of sales taxes, noncash consideration and completed contracts and contract modifications at transition. The standard allows for either “full retrospective” adoption, meaning the standard is applied to all of the periods presented, or “modified retrospective” adoption, meaning the standard is applied only to the most current period presented in the financial statements. While the Company is currently assessing the impact of the new standard, it does not expect this new standard will have a material impact on its Consolidated Financial Statements.

4. Acquisitions and Divestitures

Sale of Land in Mexico

In September 2016, the Company's Mexican subsidiary completed the sale to the United States of America of the Mexico City site on which its commercial operations, technology center and soap production facility were previously located and received $60 as the third and final installment of the sale price. The total sale price (including the third installment and the previously received first and second installments) was $120. The Company recognized a pretax gain of $97 ($63 aftertax gain) in the third quarter of 2016, net of costs primarily related to site preparation.

5. Restructuring and Related Implementation Charges

In the fourth quarter of 2012, the Company commenced a Global Growth and Efficiency Program (as expanded in 2014 and 2015 as described below, the "2012 Restructuring Program") for sustained growth. The program's initiatives are expected to help Colgate ensure continued solid worldwide growth in unit volume, organic sales and earnings per share and enhance its global leadership positions in its core businesses.

On October 23, 2014, the Company's Board of Directors (the "Board") approved an expansion of the 2012 Restructuring Program to take advantage of additional savings opportunities.

Recognizing the macroeconomic challenges around the world and the successful implementation of the 2012 Restructuring Program, on October 29, 2015, the Board approved the reinvestment of the funds from the sale of the Company's laundry detergent business in the South Pacific to expand the 2012 Restructuring Program and extend it for one year through December 31, 2017. The Board approved the implementation plan for this expansion on March 10, 2016. Initiatives under the 2012 Restructuring Program will continue to fit within the program's three focus areas of expanding commercial hubs, extending shared business services and streamlining global functions and optimizing the global supply chain and facilities. Cumulative pretax charges resulting from the 2012 Restructuring Program, once all phases are approved and implemented, are estimated to be $1,405 to $1,585 ($1,050 to $1,170 aftertax).

The pretax charges resulting from the 2012 Restructuring Program are currently estimated to be comprised of the following categories: Employee-Related Costs, including severance, pension and other termination benefits (50%); asset-related costs, primarily Incremental Depreciation and Asset Impairments (10%); and Other charges, which include contract termination costs, consisting primarily of related implementation charges resulting directly from exit activities (20%) and the implementation of new strategies (20%). Over the course of the 2012 Restructuring Program, it is currently estimated that approximately 75% of the charges will result in cash expenditures. Anticipated pretax charges for 2016 are expected to approximate $270 to $310 ($200 to $230 aftertax). It is expected that substantially all charges resulting from the 2012 Restructuring Program will be incurred by December 31, 2017.

(Dollars in Millions Except Share and Per Share Amounts)

It is expected that the cumulative pretax charges, once all projects are approved and implemented, will relate to initiatives undertaken in North America (15%), Europe (20%), Latin America (5%), Asia Pacific (5%), Africa/Eurasia (5%), Hill's Pet Nutrition (10%) and Corporate (40%), which includes substantially all of the costs related to the implementation of new strategies, noted above, on a global basis. It is expected that, when it has been fully implemented, the 2012 Restructuring Program will contribute a net reduction of approximately 3,300–3,800 positions from the Company's global employee workforce.

For the three and nine months ended September 30, 2016 and 2015, restructuring and related implementation charges are reflected in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Cost of sales	$ 11	$ 3	$ 31	$ 11
Selling, general and administrative expenses	9	15	49	44
Other (income) expense, net	22	28	76	143
Total 2012 Restructuring Program charges, pretax	$ 42	$ 46	$ 156	$ 198
Total 2012 Restructuring Program charges, aftertax	$ 32	$ 35	$ 114	$ 142

Restructuring and related implementation charges in the preceding table are recorded in the Corporate segment as these initiatives are predominantly centrally directed and controlled and are not included in internal measures of segment operating performance.

Total charges incurred for the 2012 Restructuring Program relate to initiatives undertaken by the following reportable operating segments:

	Three Months Ended September 30,		Nine Months Ended September 30,		Program-to-date Accumulated Charges
	2016	2015	2016	2015	
North America	30%	21 %	32%	17%	15%
Latin America	3%	7 %	5%	3%	4%
Europe [(1)]	19%	17 %	10%	12%	22%
Asia Pacific [(1)]	4%	— %	6%	4%	3%
Africa/Eurasia	12%	5 %	14%	4%	6%
Hill's Pet Nutrition	5%	(3)%	8%	5%	8%
Corporate	27%	53 %	25%	55%	42%

[(1)] The Company has recast its historical geographic segment information to conform to the reporting structure effective as of April 1, 2016. See Note 13, Segment Information for additional details.

(Dollars in Millions Except Share and Per Share Amounts)

Since the inception of the 2012 Restructuring Program in the fourth quarter of 2012, the Company has incurred pretax cumulative charges of $1,156 ($853 aftertax) in connection with the implementation of various projects as follows:

	Cumulative Charges as of September 30, 2016
Employee-Related Costs	$ 452
Incremental Depreciation	77
Asset Impairments	15
Other	612
Total	$ 1,156

The majority of costs incurred since inception relate to the following projects: the implementation of the Company's overall hubbing strategy; the consolidation of facilities; the extension of shared business services and streamlining of global functions; the simplification and streamlining of the Company's research and development capabilities and oral care supply chain, both in Europe; the closing of the Morristown, New Jersey personal care facility; and restructuring how the Company will provide future retirement benefits to substantially all of the U.S.-based employees participating in the Company's defined benefit retirement plan by shifting them to the Company's defined contribution plan.

The following tables summarize the activity for the restructuring and related implementation charges discussed above and the related accruals:

	Three Months Ended September 30, 2016				
	Employee-Related Costs	Incremental Depreciation	Asset Impairments	Other	Total
Balance at June 30, 2016	$ 76	$ —	$ —	$ 141	$ 217
Charges	14	3	5	20	42
Cash payments	(17)	—	—	(35)	(52)
Charges against assets	(1)	(3)	(5)	—	(9)
Foreign exchange	—	—	—	—	—
Balance at September 30, 2016	$ 72	$ —	$ —	$ 126	$ 198

	Nine Months Ended September 30, 2016				
	Employee-Related Costs	Incremental Depreciation	Asset Impairments	Other	Total
Balance at December 31, 2015	$ 84	$ —	$ —	$ 131	$ 215
Charges	48	6	8	94	156
Cash payments	(58)	—	—	(99)	(157)
Charges against assets	(3)	(6)	(8)	—	(17)
Foreign exchange	1	—	—	—	1
Balance at September 30, 2016	$ 72	$ —	$ —	$ 126	$ 198

(Dollars in Millions Except Share and Per Share Amounts)

Employee-Related Costs primarily include severance and other termination benefits and are calculated based on long-standing benefit practices, local statutory requirements and, in certain cases, voluntary termination arrangements. Employee-Related Costs also include pension and other retiree benefit enhancements amounting to $1 and $3 for the three and nine months ended September 30, 2016, respectively, which are reflected as Charges against assets within Employee-Related Costs in the preceding tables as the corresponding balance sheet amounts are reflected as a reduction of pension assets or an increase in pension and other retiree benefit liabilities (see Note 10, Retirement Plans and Other Retiree Benefits).

Incremental Depreciation is recorded to reflect changes in useful lives and estimated residual values for long-lived assets that will be taken out of service prior to the end of their normal service period. Asset Impairments are recorded to write down assets held for sale or disposal to their fair value based on amounts expected to be realized. Charges against assets within Asset Impairments are net of cash proceeds pertaining to the sale of certain assets.

Other charges consist primarily of charges resulting directly from exit activities and the implementation of new strategies as a result of the 2012 Restructuring Program. These charges for the three and nine months ended September 30, 2016 include third-party incremental costs related to the development and implementation of new business and strategic initiatives of $17 and $74, respectively, and contract termination costs and charges resulting directly from exit activities of $3 and $19, respectively, directly related to the 2012 Restructuring Program. These charges were expensed as incurred. Also included in Other charges for the three and nine months ended September 30, 2016 are other exit costs related to the consolidation of facilities of $0 and $1, respectively.

6. Inventories

Inventories by major class are as follows:

	September 30, 2016	December 31, 2015
Raw materials and supplies	$ 259	$ 261
Work-in-process	44	45
Finished goods	890	874
Total Inventories	$ 1,193	$ 1,180

(Dollars in Millions Except Share and Per Share Amounts)

7. Shareholders' Equity

Changes in the components of Shareholders' Equity for the nine months ended September 30, 2016 are as follows:

	Colgate-Palmolive Company Shareholders' Equity						Noncontrolling Interests
	Common Stock	Additional Paid-in Capital	Unearned Compensation	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	
Balance, December 31, 2015	$ 1,466	$ 1,438	$ (12)	$ (18,102)	$ 18,861	$ (3,950)	$ 255
Net income					1,835		123
Other comprehensive income (loss), net of tax						121	(3)
Dividends					(1,386)		(14)
Stock-based compensation expense		102					
Shares issued for stock options		119		227			
Shares issued for restricted stock units		(57)		57			
Treasury stock acquired				(913)			
Other		52	9				
Balance, September 30, 2016	**$ 1,466**	**$ 1,654**	**$ (3)**	**$ (18,731)**	**$ 19,310**	**$ (3,829)**	**$ 361**

Accumulated other comprehensive income (loss) includes cumulative translation losses of $3,001 and $3,087 at September 30, 2016 and December 31, 2015, respectively, and unrecognized retirement plan and other retiree benefits costs of $829 and $868 at September 30, 2016 and December 31, 2015, respectively.

(Dollars in Millions Except Share and Per Share Amounts)

8. Earnings Per Share

	Three Months Ended					
	September 30, 2016			September 30, 2015		
	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share
Basic EPS	$ 702	891.9	$ 0.79	$ 726	900.1	$ 0.81
Stock options and restricted stock units		7.3			6.8	
Diluted EPS	$ 702	899.2	$ 0.78	$ 726	906.9	$ 0.80

For the three months ended September 30, 2016 and 2015, the average number of stock options and restricted stock units that were anti-dilutive and not included in diluted earnings per share calculations were 1,980,457 and 4,389,790, respectively.

	Nine Months Ended					
	September 30, 2016			September 30, 2015		
	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share
Basic EPS	$ 1,835	893.2	$ 2.05	$ 1,842	904.1	$ 2.04
Stock options and restricted stock units		7.0			7.7	
Diluted EPS	$ 1,835	900.2	$ 2.04	$ 1,842	911.8	$ 2.02

For the nine months ended September 30, 2016 and 2015, the average number of stock options and restricted stock units that were anti-dilutive and not included in diluted earnings per share calculations were 1,212,685 and 3,515,898, respectively.

Basic and diluted earnings per share are computed independently for each quarter and any year-to-date period presented. As a result of changes in shares outstanding during the year and rounding, the sum of the quarters’ earnings per share may not necessarily equal the earnings per share for any year-to-date period.

(Dollars in Millions Except Share and Per Share Amounts)

9. Other Comprehensive Income (Loss)

Additions to and reclassifications out of Accumulated other comprehensive income (loss) attributable to the Company for the three months ended September 30, 2016 and 2015 were as follows:

	2016		2015	
	Pretax	Net of Tax	Pretax	Net of Tax
Cumulative translation adjustments	$ (10)	$ (2)	$ (352)	$ (341)
Retirement plans and other retiree benefits:				
Net actuarial gain (loss) and prior service costs arising during the period	9	7	14	9
Amortization of net actuarial loss, transition and prior service costs (1)	15	9	22	16
Retirement plans and other retiree benefits adjustments	24	16	36	25
Available-for-sale securities:				
Unrealized gains (losses) on available-for-sale securities	—	—	(7)	(5)
Reclassification of (gains) losses into net earnings on available-for-sale securities	(1)	(1)	7	5
Gains (losses) on available-for-sale securities	(1)	(1)	—	—
Cash flow hedges:				
Unrealized gains (losses) on cash flow hedges	1	—	16	11
Reclassification of (gains) losses into net earnings on cash flow hedges (2)	1	1	(5)	(4)
Gains (losses) on cash flow hedges	2	1	11	7
Total Other comprehensive income (loss)	$ 15	$ 14	$ (305)	$ (309)

(1) These components of Other comprehensive income (loss) are included in the computation of total pension cost. See Note 10, Retirement Plans and Other Retiree Benefits for additional details.

(2) These (gains) losses are reclassified into Cost of sales. See Note 14, Fair Value Measurements and Financial Instruments for additional details.

There were no tax impacts on Other comprehensive income (loss) attributable to Noncontrolling interests.

(Dollars in Millions Except Share and Per Share Amounts)

Additions to and reclassifications out of Accumulated other comprehensive income (loss) attributable to the Company for the nine months ended September 30, 2016 and 2015 were as follows:

	2016		2015	
	Pretax	**Net of Tax**	**Pretax**	**Net of Tax**
Cumulative translation adjustments	$ 76	$ 86	$ (628)	$ (626)
Retirement plans and other retiree benefits:				
Net actuarial gain (loss) and prior service costs arising during the period	9	7	13	8
Amortization of net actuarial loss, transition and prior service costs [1]	47	32	66	44
Retirement plans and other retiree benefits adjustments	56	39	79	52
Available-for-sale securities:				
Unrealized gains (losses) on available-for-sale securities	—	—	(27)	(18)
Reclassification of (gains) losses into net earnings on available-for-sale securities	(1)	(1)	14	10
Gains (losses) on available-for-sale securities	(1)	(1)	(13)	(8)
Cash flow hedges:				
Unrealized gains (losses) on cash flow hedges	(6)	(4)	17	12
Reclassification of (gains) losses into net earnings on cash flow hedges [2]	1	1	(12)	(8)
Gains (losses) on cash flow hedges	(5)	(3)	5	4
Total Other comprehensive income (loss)	$ 126	$ 121	$ (557)	$ (578)

[1] These components of Other comprehensive income (loss) are included in the computation of total pension cost. See Note 10, Retirement Plans and Other Retiree Benefits for additional details.

[2] These (gains) losses are reclassified into Cost of sales. See Note 14, Fair Value Measurements and Financial Instruments for additional details.

There were no tax impacts on Other comprehensive income (loss) attributable to Noncontrolling interests.

(Dollars in Millions Except Share and Per Share Amounts)

10. Retirement Plans and Other Retiree Benefits

Components of Net periodic benefit cost for the three and nine months ended September 30, 2016 and 2015 were as follows:

	Pension Benefits				Other Retiree Benefits	
	United States		International			
	Three Months Ended September 30,					
	2016	2015	2016	2015	2016	2015
Service cost	$ —	$ —	$ 4	$ 4	$ 4	$ 5
Interest cost	27	25	7	6	10	11
ESOP offset	—	—	—	—	—	—
Expected return on plan assets	(27)	(29)	(6)	(6)	—	(1)
Amortization of transition and prior service costs (credits)	—	—	—	1	—	—
Amortization of actuarial loss (gain)	10	12	2	3	3	6
Net periodic benefit cost	$ 10	$ 8	$ 7	$ 8	$ 17	$ 21

	Pension Benefits				Other Retiree Benefits	
	United States		International			
	Nine Months Ended September 30,					
	2016	2015	2016	2015	2016	2015
Service cost	$ 1	$ 1	$ 12	$ 14	$ 10	$ 13
Interest cost	80	75	19	21	32	34
ESOP offset	—	—	—	—	(1)	(1)
Expected return on plan assets	(82)	(87)	(17)	(20)	—	(2)
Amortization of transition and prior service costs (credits)	—	—	—	2	—	—
Amortization of actuarial loss (gain)	30	36	6	8	11	20
Net periodic benefit cost	$ 29	$ 25	$ 20	$ 25	$ 52	$ 64

For the nine months ended September 30, 2016, the Company made voluntary contributions of $53 to its U.S. postretirement plans. For the nine months ended September 30, 2015, the Company did not make any voluntary contributions to its U.S. postretirement plans.

11. Income Taxes

Since 2002, the Company has taken a tax position in a foreign jurisdiction that has been challenged by the tax authorities. In May 2015, the Company became aware of several Supreme Court rulings in the foreign jurisdiction disallowing certain tax deductions which had the effect of reversing prior decisions. The Company had taken deductions in prior years similar to those disallowed by the Court. As a result, as required, the Company reassessed its tax position and increased its unrecognized tax benefits by $15 in the quarter ended June 30, 2015.

During the quarter ended June 30, 2016, the Supreme Court in the foreign jurisdiction decided the matter in the Company's favor for the years 2002 through 2005 and, as a result, the Company recorded a net tax benefit of $13 including interest. During the quarter ended September 30, 2016, the Administrative Court in the foreign jurisdiction decided the matter in the Company's favor for the years 2008 through 2011 by acknowledging the Supreme Court's ruling for the years 2002 through 2005, which eliminated the possibility of future appeals. As a result, the Company recorded a tax benefit of $17, including interest, in the quarter ended September 30, 2016. The tax benefit of deductions related to this tax position taken for the years 2006 through 2007 and 2012 through 2014 totals approximately $14 at current exchange rates. These deductions are currently being challenged by the tax authorities in the foreign jurisdiction either in the lower courts or at the administrative level and, if resolved in the Company's favor, will result in the Company recording additional tax benefits, including interest.

12. Contingencies

As a global company serving consumers in more than 200 countries and territories, the Company is routinely subject to a wide variety of legal proceedings. These include disputes relating to intellectual property, contracts, product liability, marketing, advertising, foreign exchange controls, antitrust and trade regulation, as well as labor and employment, environmental and tax matters and consumer class actions. Management proactively reviews and monitors the Company's exposure to, and the impact of, environmental matters. The Company is party to various environmental matters and, as such, may be responsible for all or a portion of the cleanup, restoration and post-closure monitoring of several sites.

The Company establishes accruals for loss contingencies when it has determined that a loss is probable and that the amount of loss, or range of loss, can be reasonably estimated. Any such accruals are adjusted thereafter as appropriate to reflect changes in circumstances.

The Company also determines estimates of reasonably possible losses or ranges of reasonably possible losses in excess of related accrued liabilities, if any, when it has determined that a loss is reasonably possible and it is able to determine such estimates. For those matters disclosed below, the Company currently estimates that the aggregate range of reasonably possible losses in excess of any accrued liabilities is $0 to approximately $250 (based on current exchange rates). The estimates included in this amount are based on the Company's analysis of currently available information and, as new information is obtained, these estimates may change. Due to the inherent subjectivity of the assessments and the unpredictability of outcomes of legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to the Company. Thus, the Company's exposure and ultimate losses may be higher or lower, and possibly significantly so, than the amounts accrued or the range disclosed above.

Based on current knowledge, management does not believe that the ultimate resolution of loss contingencies arising from the matters discussed herein will have a material effect on the Company's consolidated financial position or its ongoing results of operations or cash flows. However, in light of the inherent uncertainties noted above, an adverse outcome in one or more matters could be material to the Company's results of operations or cash flows for any particular quarter or year.

Brazilian Matters

There are certain tax and civil proceedings outstanding, as described below, related to the Company's 1995 acquisition of the Kolynos oral care business from Wyeth (the "Seller").

The Brazilian internal revenue authority has disallowed interest deductions and foreign exchange losses taken by the Company's Brazilian subsidiary for certain years in connection with the financing of the Kolynos acquisition. The tax assessments with interest, at the current exchange rate, are approximately $142. This amount includes additional assessments received from the Brazilian internal revenue authority in April 2016 relating to net operating loss carryforwards used by the Company's Brazilian subsidiary to offset taxable income that had also been deducted from the authority's original assessments. The Company has been disputing the disallowances by appealing the assessments since October 2001. Numerous appeals are currently pending at the administrative level. In the event the Company is ultimately unsuccessful in its administrative appeals, further appeals are available within the Brazilian federal courts.

In September 2015, the Company lost one of its appeals at the administrative level, and has filed a lawsuit in Brazilian federal court. In the event the Company is unsuccessful in this filing, further appeals are available within the Brazilian federal courts. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the disallowances are without merit and that the Company should ultimately prevail. The Company is challenging these assessments vigorously.

In July 2002, the Brazilian Federal Public Attorney filed a civil action against the federal government of Brazil, Laboratorios Wyeth-Whitehall Ltda. (the Brazilian subsidiary of the Seller) and the Company, as represented by its Brazilian subsidiary, in the 6th. Lower Federal Court in the City of São Paulo, seeking to annul an April 2000 decision by the Brazilian Board of Tax Appeals that found in favor of the Seller's Brazilian subsidiary on the issue of whether it had incurred taxable capital gains as a result of the divestiture of Kolynos. The action seeks to make the Company's Brazilian subsidiary jointly and severally liable for any tax due from the Seller's Brazilian subsidiary. The case has been pending since 2002, and the Lower Federal Court has not issued a decision. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the Company should ultimately prevail in this action. The Company is challenging this action vigorously.

In December 2005, the Brazilian internal revenue authority issued to the Company's Brazilian subsidiary a tax assessment with interest and penalties of approximately $59, at the current exchange rate, based on a claim that certain purchases of U.S. Treasury bills by the subsidiary and their subsequent disposition during the period 2000 to 2001 were subject to a tax on foreign exchange transactions. The Company had been disputing the assessment within the internal revenue authority's administrative appeals process. However, in November 2015, the Superior Chamber of Administrative Tax Appeals denied the Company's final administrative appeal and the Company has filed a lawsuit in Brazilian federal court. In the event the Company is unsuccessful in this filing, further appeals are available within the Brazilian federal courts. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the tax assessment is without merit and that the Company should ultimately prevail. The Company is challenging this assessment vigorously.

Competition Matters

European Competition Matters

Certain of the Company's subsidiaries in Europe have been subject to investigations, and, in some cases, fines, by governmental authorities in a number of European countries related to potential competition law violations. The Company understands that substantially all of these matters also have involved other consumer goods companies and/or retail customers. The status of the various pending matters is discussed below. The Company's policy is to comply with antitrust and competition laws and, if a violation of any such laws is found, to take appropriate remedial action and to cooperate fully with any related governmental inquiry. Competition and antitrust law investigations often continue for several years and can result in substantial fines for violations that are found and associated private actions for damages. While the Company cannot predict the final financial impact of these competition law issues, as these matters may change, the Company evaluates developments in these matters quarterly and accrues liabilities as and when appropriate.

Fines have been imposed on the Company in the following matter, although, as noted below, the Company has appealed each of these fines:

- In December 2014, the French competition law authority found that 13 consumer goods companies, including the Company’s French subsidiary, exchanged competitively sensitive information related to the French home care and personal care sectors, for which the Company’s French subsidiary was fined $57. In addition, as a result of the Company’s acquisition of the Sanex personal care business in 2011 from Unilever N.V. and Unilever PLC (together with Unilever N.V., “Unilever”) pursuant to a Business and Share Sale and Purchase Agreement (the “Sale and Purchase Agreement”), the French competition law authority found that the Company’s French subsidiary, along with Hillshire Brands Company (formerly Sara Lee Corporation (“Sara Lee”)), were jointly and severally liable for fines of $25 assessed against Sara Lee’s French subsidiary. The Company is entitled to indemnification for this fine from Unilever as provided in the Sale and Purchase Agreement. The Company is appealing both fines in the French courts.

Currently, the following formal claim of violations is pending against the Company:

- In July 2014, the Greek competition law authority issued a statement of objections alleging a restriction of parallel imports into Greece. The Company has responded to this statement of objections.

Since December 31, 2015, the following matters have been resolved:

- In December 2009, the Swiss competition law authority imposed a fine of $6 on the Company’s GABA subsidiary for alleged violations of restrictions on parallel imports into Switzerland, which the Company appealed. In January 2014, this appeal was denied. The Company had appealed before the Swiss Supreme Court, but its appeal was denied in June 2016.

- In December 2010, the Italian competition law authority found that 16 consumer goods companies, including the Company’s Italian subsidiary, exchanged competitively sensitive information in the cosmetics sector, for which the Company’s Italian subsidiary was fined $3. The Company had appealed the fine in the Italian courts, but has decided not to further pursue its appeal.

Australian Competition Matter

In December 2013, the Australian competition law authority instituted civil proceedings in the Sydney registry of the Federal Court of Australia alleging that three consumer goods companies, including the Company’s Australian subsidiary, a retailer and a former employee of the Company’s Australian subsidiary violated the Australian competition law by coordinating the launching and pricing of ultra concentrated laundry detergents. In 2015, the Company recognized a charge of $14 in connection with this matter. In March 2016, the Company and the Australian competition law authority reached an agreement to settle these proceedings for a total of $14, which includes a fine and cost reimbursement to the competition law authority. The former employee of the Company also reached an agreement to settle. The settlement agreements were approved by the court in May 2016.

Talcum Powder Matters

The Company is a defendant in a number of civil actions alleging that certain talcum powder products that were sold prior to 1996 were contaminated with asbestos. As of September 30, 2016, there were 101 individual cases pending against the Company in state and federal courts throughout the United States, 27 of which were filed against the Company during the quarter ended September 30, 2016. On July 21, 2016, a jury rendered a verdict in the Company's favor in one of the cases following a trial in California, and the case was subsequently settled for an amount that is not material to the Company's results of operations. In addition to the pending cases, as of September 30, 2016, 29 cases filed against the Company had been voluntarily dismissed and/or had final judgment entered in favor of the Company, and the Company had settled 20 cases for amounts that are not material to the Company's results of operations.

A number of the pending cases have gone, or are expected to go, to trial in 2016. While the Company and its legal counsel believe that these cases are without merit and intend to challenge them vigorously, there can be no assurances of the outcome at trial. Since the amount of any potential losses from these cases currently cannot be reasonably estimated, the range of reasonably possible losses in excess of accrued liabilities disclosed above does not include any amount relating to these cases.

N8

The Company is a defendant in a lawsuit pending in Utah federal court brought by N8 Medical, Inc. ("N8 Medical"), Brigham Young University ("BYU") and N8 Pharmaceuticals, Inc. ("N8 Pharma"). The complaint, originally filed in November 2013, alleges breach of contract and other torts arising out of the Company's evaluation of a technology owned by BYU and licensed, at various times, to Ceragenix Pharmaceuticals, Inc., now in bankruptcy, N8 Medical and N8 Pharma.

In the third quarter of 2016, the court indicated that the claims brought by N8 Pharma would be dismissed in their entirety and the Company and BYU agreed to resolve BYU's claims for an amount that is not material to the Company's results of operations. The Company and its legal counsel believe the remaining claims of N8 Medical, which have been significantly reduced, are without merit and are vigorously challenging them and defending this case on its merits. If the case reaches a trial, the trial is expected to occur in 2017.

13. Segment Information

The Company operates in two product segments: Oral, Personal and Home Care; and Pet Nutrition.

Effective April 1, 2016, the operations of the Oral, Personal and Home Care product segment are managed geographically in five reportable operating segments: North America, Latin America, Europe, Asia Pacific and Africa/Eurasia.

Through March 31, 2016, the Oral, Personal and Home Care product segment included the North America, Latin America, Europe/South Pacific, Asia and Africa/Eurasia geographic operating segments. As a result of management changes effective April 1, 2016, the Company realigned the geographic structure of its Europe/South Pacific and Asia reportable operating segments. Management responsibility for the South Pacific operations was transferred from Europe/South Pacific management to Asia management. Accordingly, commencing with the Company’s financial reporting for the quarter ended June 30, 2016, the results of the South Pacific operations are reported in the Asia Pacific reportable operating segment. The Company has recast its historical geographic segment information to conform to the new reporting structure. These changes have no impact on the Company’s historical consolidated financial position, results of operations or cash flows.

The Company evaluates segment performance based on several factors, including Operating profit. The Company uses Operating profit as a measure of operating segment performance because it excludes the impact of Corporate-driven decisions related to interest expense and income taxes.

The accounting policies of the operating segments are generally the same as those described in Note 2, Summary of Significant Accounting Policies to the Company’s Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. Intercompany sales have been eliminated. Corporate operations include costs related to stock options and restricted stock units, research and development costs, Corporate overhead costs, restructuring and related implementation costs and gains and losses on sales of non-core product lines and assets. The Company reports these items within Corporate operations as they relate to Corporate-based responsibilities and decisions and are not included in the internal measures of segment operating performance used by the Company to measure the underlying performance of the operating segments.

(Dollars in Millions Except Share and Per Share Amounts)

Net sales and Operating profit by segment were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net sales				
Oral, Personal and Home Care				
North America	$ 800	$ 791	$ 2,393	$ 2,360
Latin America	924	1,064	2,710	3,277
Europe	609	617	1,803	1,829
Asia Pacific	723	735	2,163	2,279
Africa/Eurasia	250	246	720	754
Total Oral, Personal and Home Care	3,306	3,453	9,789	10,499
Pet Nutrition	561	546	1,685	1,636
Total Net sales	$ 3,867	$ 3,999	$ 11,474	$ 12,135
Operating profit				
Oral, Personal and Home Care				
North America	$ 273	$ 258	$ 762	$ 699
Latin America	298	300	829	929
Europe	158	172	437	466
Asia Pacific	230	229	668	676
Africa/Eurasia	50	44	138	128
Total Oral, Personal and Home Care	1,009	1,003	2,834	2,898
Pet Nutrition	162	157	479	450
Corporate	(100)	(24)	(431)	(420)
Total Operating profit	$ 1,071	$ 1,136	$ 2,882	$ 2,928

Approximately 75% of the Company’s Net sales are generated from markets outside the U.S., with approximately 50% of the Company’s Net sales coming from emerging markets (which consist of Latin America, Asia (excluding Japan), Africa/Eurasia and Central Europe).

For the three months ended September 30, 2016, Corporate Operating profit (loss) included charges of $42 resulting from the 2012 Restructuring Program, a charge of $6 for a previously disclosed litigation matter and a gain of $97 on the sale of land in Mexico. For the nine months ended September 30, 2016, Corporate Operating profit (loss) included charges of $156 resulting from the 2012 Restructuring Program, a charge of $6 for a previously disclosed litigation matter and a gain of $97 on the sale of land in Mexico.

For the three months ended September 30, 2015, Corporate Operating profit (loss) included charges of $46 resulting from the 2012 Restructuring Program, a charge of $18 related to the remeasurement of the Company’s Venezuelan subsidiary’s local currency-denominated net monetary assets as a result of an effective devaluation and a gain of $187 on the sale of the Company’s laundry detergent business in the South Pacific. For the nine months ended September 30, 2015, Corporate Operating profit (loss) included charges of $198 resulting from the 2012 Restructuring Program, a charge of $34 related to the remeasurement of the Company’s Venezuelan subsidiary’s local currency-denominated net monetary assets as a result of an effective devaluation and a gain of $187 on the sale of the Company’s laundry detergent business in the South Pacific.

For further information regarding the 2012 Restructuring Program, refer to Note 5, Restructuring and Related Implementation Charges.

14. Fair Value Measurements and Financial Instruments

The Company uses available market information and other valuation methodologies in assessing the fair value of financial instruments. Judgment is required in interpreting market data to develop the estimates of fair value and, accordingly, changes in assumptions or the estimation methodologies may affect the fair value estimates. The Company is exposed to the risk of credit loss in the event of nonperformance by counterparties to financial instrument contracts; however, nonperformance is considered unlikely and any nonperformance is unlikely to be material, as it is the Company's policy to contract only with diverse, credit-worthy counterparties based upon both strong credit ratings and other credit considerations.

The Company is exposed to market risk from foreign currency exchange rates, interest rates and commodity price fluctuations. Volatility relating to these exposures is managed on a global basis by utilizing a number of techniques, including working capital management, sourcing strategies, selling price increases, selective borrowings in local currencies and entering into selective derivative instrument transactions, issued with standard features, in accordance with the Company's treasury and risk management policies, which prohibit the use of derivatives for speculative purposes and leveraged derivatives for any purpose. It is the Company's policy to enter into derivative instrument contracts with terms that match the underlying exposure being hedged. Hedge ineffectiveness, if any, is not material for any period presented.

The Company's derivative instruments include interest rate swap contracts, foreign currency contracts and commodity contracts. The Company utilizes interest rate swap contracts to manage its targeted mix of fixed and floating rate debt, and these swaps are valued using observable benchmark rates (Level 2 valuation). The Company utilizes foreign currency contracts, including forward and swap contracts, option contracts, local currency deposits and local currency borrowings to hedge portions of its foreign currency purchases, assets and liabilities arising in the normal course of business and the net investment in certain foreign subsidiaries. These contracts are valued using observable market rates (Level 2 valuation). Commodity futures contracts are utilized to hedge the purchases of raw materials used in production. These contracts are measured using quoted commodity exchange prices (Level 1 valuation). The duration of foreign currency and commodity contracts generally does not exceed 12 months.

(Dollars in Millions Except Share and Per Share Amounts)

The following table summarizes the fair value of the Company’s derivative instruments and other financial instruments at September 30, 2016 and December 31, 2015:

	Assets			Liabilities		
	Account	Fair Value		Account	Fair Value	
Designated derivative instruments		9/30/16	12/31/15		9/30/16	12/31/15
Interest rate swap contracts	Other current assets	$ 2	$ —	Other accruals	$ —	$ —
Interest rate swap contracts	Other assets	7	7	Other liabilities	—	—
Foreign currency contracts	Other current assets	92	131	Other accruals	24	5
Foreign currency contracts	Other assets	—	—	Other liabilities	—	—
Commodity contracts	Other current assets	—	—	Other accruals	1	—
Total designated		$ 101	$ 138		$ 25	$ 5
Derivatives not designated						
Foreign currency contracts	Other assets	$ —	$ 13	Other liabilities	$ —	$ —
Total not designated		$ —	$ 13		$ —	$ —
Total derivative instruments		$ 101	$ 151		$ 25	$ 5
Other financial instruments						
Marketable securities	Other current assets	$ 188	$ 61			
Total other financial instruments		$ 188	$ 61			

The carrying amount of cash, cash equivalents, accounts receivable and short-term debt approximated fair value as of September 30, 2016 and December 31, 2015. The estimated fair value of the Company’s long-term debt, including the current portion, as of September 30, 2016 and December 31, 2015, was $6,941 and $6,767, respectively, and the related carrying value was $6,520 and $6,544, respectively. The estimated fair value of long-term debt was derived principally from quoted prices on the Company’s outstanding fixed-term notes (Level 2 valuation).

(Dollars in Millions Except Share and Per Share Amounts)

Fair Value Hedges

The Company has designated all interest rate swap contracts and certain foreign currency forward and option contracts as fair value hedges, for which the gain or loss on the derivative and the offsetting gain or loss on the hedged item are recognized in current earnings. The impact of foreign currency contracts is primarily recognized in Selling, general and administrative expenses and the impact of interest rate swap contracts is recognized in Interest (income) expense, net.

Activity related to fair value hedges recorded during the three and nine months ended September 30, 2016 and 2015 was as follows:

	2016			2015		
	Foreign Currency Contracts	Interest Rate Swaps	Total	Foreign Currency Contracts	Interest Rate Swaps	Total
Notional Value at September 30,	$ 239	$ 1,250	$ 1,489	$ 899	$ 1,438	$ 2,337
Three months ended September 30,						
Gain (loss) on derivatives	1	(6)	(5)	(1)	7	6
Gain (loss) on hedged items	(1)	6	5	1	(7)	(6)
Nine months ended September 30,						
Gain (loss) on derivatives	(4)	3	(1)	(4)	9	5
Gain (loss) on hedged items	4	(3)	1	4	(9)	(5)

Cash Flow Hedges

All of the Company's commodity contracts and certain foreign currency forward contracts have been designated as cash flow hedges, for which the effective portion of the gain or loss is reported as a component of Other comprehensive income ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

Activity related to cash flow hedges recorded during the three and nine months ended September 30, 2016 and 2015 was as follows:

	2016			2015		
	Foreign Currency Contracts	Commodity Contracts	Total	Foreign Currency Contracts	Commodity Contracts	Total
Notional Value at September 30,	$ 690	$ 8	$ 698	$ 735	$ 10	$ 745
Three months ended September 30,						
Gain (loss) recognized in OCI	3	(2)	1	17	(1)	16
Gain (loss) reclassified into Cost of sales	(1)	—	(1)	5	—	5
Nine months ended September 30,						
Gain (loss) recognized in OCI	(6)	—	(6)	18	(1)	17
Gain (loss) reclassified into Cost of sales	(1)	—	(1)	13	(1)	12

The net gain (loss) recognized in OCI for both foreign currency contracts and commodity contracts is expected to be recognized in Cost of sales within the next twelve months.

(Dollars in Millions Except Share and Per Share Amounts)

Net Investment Hedges

The Company has designated certain foreign currency forward and option contracts and certain foreign currency-denominated debt as net investment hedges, for which the gain or loss on the instrument is reported as a component of Cumulative translation adjustments within OCI, along with the offsetting gain or loss on the hedged items.

Activity related to net investment hedges recorded during the three and nine months ended September 30, 2016 and 2015 was as follows:

	2016			2015		
	Foreign Currency Contracts	Foreign Currency Debt	Total	Foreign Currency Contracts	Foreign Currency Debt	Total
Notional Value at September 30,	$ 917	$ 1,190	$ 2,107	$ 729	$ 800	$ 1,529
Three months ended September 30,						
Gain (loss) on instruments	(4)	(13)	(17)	31	(2)	29
Gain (loss) on hedged items	4	13	17	(32)	2	(30)
Nine months ended September 30,						
Gain (loss) on instruments	(20)	(36)	(56)	64	23	87
Gain (loss) on hedged items	20	36	56	(65)	(23)	(88)

Derivatives Not Designated as Hedging Instruments

Derivatives not designated as hedging instruments for each period consist of a cross-currency swap that serves as an economic hedge of a foreign currency deposit, for which the gain or loss on the instrument and the offsetting gain or loss on the hedged item are recognized in Other (income) expense, net for each period.

Activity related to these contracts during the three and nine months ended September 30, 2016 and 2015 was as follows:

	2016	2015
	Foreign Currency Contracts	Foreign Currency Contracts
Notional Value at September 30,	$ 6	$ 102
Three months ended September 30,		
Gain (loss) on instruments	—	9
Gain (loss) on hedged items	—	(3)
Nine months ended September 30,		
Gain (loss) on instruments	5	9
Gain (loss) on hedged items	(5)	(2)

Other Financial Instruments

Other financial instruments are classified as Other current assets or Other assets.

Other financial instruments classified as Other current assets include marketable securities consisting of bank deposits of $188 with original maturities greater than 90 days (Level 1 valuation) and the current portion of bonds issued by the Argentinian government in the amount of $57. The long-term portion of these bonds in the amount of $4 is included in Other assets.

Through its subsidiary in Argentina, the Company has invested in U.S. dollar-linked, devaluation-protected bonds issued by the Argentinian government. These bonds are considered held-to-maturity and are carried at amortized cost. As of September 30, 2016, the amortized cost of these bonds was $61 and their approximate fair value was $93 (Level 2 valuation).

Executive Overview and Outlook

Colgate-Palmolive Company (together with its subsidiaries, the "Company" or "Colgate") seeks to deliver strong, consistent business results and superior shareholder returns by providing consumers globally with products that make their lives healthier and more enjoyable.

To this end, the Company is tightly focused on two product segments: Oral, Personal and Home Care; and Pet Nutrition. Within these segments, the Company follows a closely defined business strategy to develop and increase market leadership positions in key product categories. These product categories are prioritized based on their capacity to maximize the use of the organization's core competencies and strong global equities and to deliver sustainable long-term growth.

Operationally, the Company is organized along geographic lines with management teams having responsibility for the business and financial results in each region. The Company competes in more than 200 countries and territories worldwide with established businesses in all regions contributing to the Company's sales and profitability. Approximately 75% of the Company's Net sales are generated from markets outside the U.S., with approximately 50% of the Company's Net sales coming from emerging markets (which consist of Latin America, Asia (excluding Japan), Africa/Eurasia and Central Europe). This geographic diversity and balance help to reduce the Company's exposure to business and other risks in any one country or part of the world.

Effective April 1, 2016, the Oral, Personal and Home Care product segment is managed geographically in five reportable operating segments: North America, Latin America, Europe, Asia Pacific and Africa/Eurasia, all of which sell to a variety of retail and wholesale customers and distributors. The Company, through Hill's Pet Nutrition, also competes on a worldwide basis in the pet nutrition market, selling its products principally through authorized pet supply retailers and veterinarians.

Through March 31, 2016, the Oral, Personal and Home Care product segment included the North America, Latin America, Europe/South Pacific, Asia and Africa/Eurasia geographic operating segments. As a result of management changes effective April 1, 2016, the Company realigned the geographic structure of its Europe/South Pacific and Asia reportable operating segments within the Oral, Personal and Home Care product segment. Management responsibility for the South Pacific operations was transferred from Europe/South Pacific management to Asia management. Accordingly, commencing with the Company's financial reporting for the quarter ended June 30, 2016, the results of the South Pacific operations are reported in the Asia Pacific reportable operating segment, which results in a slight modification to the geographic components of the Oral, Personal and Home Care product segment, with no impact on historical Company results overall.

On an ongoing basis, management focuses on a variety of key indicators to monitor business health and performance. These indicators include market share, net sales (including volume, pricing and foreign exchange components), organic sales growth (net sales growth excluding the impact of foreign exchange, acquisitions, divestments and the deconsolidation of the Company's Venezuelan operations) and gross profit margin, operating profit, net income and earnings per share both on a GAAP and non-GAAP basis, as well as measures used to optimize the management of working capital, capital expenditures, cash flow and return on capital. The monitoring of these indicators and the Company's Code of Conduct and corporate governance practices help to maintain business health and strong internal controls.

To achieve its business and financial objectives, the Company focuses the organization on initiatives to drive and fund growth. The Company seeks to capture significant opportunities for growth by identifying and meeting consumer needs within its core categories, through its focus on innovation and the deployment of valuable consumer and shopper insights in the development of successful new products regionally, which are then rolled out on a global basis. To enhance these efforts, the Company has developed key initiatives to build strong relationships with consumers, dental and veterinary professionals and retail customers. Growth opportunities are greater in those areas of the world in which economic development and rising consumer incomes expand the size and number of markets for the Company's products.

The investments needed to support growth are developed through continuous, Company-wide initiatives to lower costs and increase effective asset utilization. Through these initiatives, which are referred to as the Company's funding-the-growth initiatives, the Company seeks to become even more effective and efficient throughout its businesses. These initiatives are designed to reduce costs associated with direct materials, indirect expenses, distribution and logistics and advertising and promotional materials, among other things, and encompass a wide range of projects, examples of which include raw material substitution, reduction of packaging materials, consolidating suppliers to leverage volumes and increasing manufacturing efficiency through SKU reductions and formulation simplification. The Company also continues to prioritize its investments toward its higher margin businesses, specifically Oral Care, Personal Care and Pet Nutrition.

In September 2016, the Company's Mexican subsidiary completed the sale to the United States of America of the Mexico City site on which its commercial operations, technology center and soap production facility were previously located and received $60 as the third and final installment of the sale price. The total sale price (including the third installment and the previously received first and second installments) was $120. The Company recognized a pretax gain of $97 ($63 aftertax gain) in the third quarter of 2016, net of costs primarily related to site preparation.

Effective December 31, 2015, the Company concluded it no longer met the accounting criteria for consolidation of its Venezuelan subsidiary ("CP Venezuela") and began accounting for CP Venezuela using the cost method of accounting. As a result, effective December 31, 2015, CP Venezuela's net assets and operating results are no longer included in the Company's Consolidated Financial Statements. Prior periods have not been restated and CP Venezuela's Net sales, Operating profit and Net income are included in the Company's Consolidated Statements of Income through December 31, 2015. Beginning January 1, 2016, under the cost method of accounting, the Company will include income relating to its Venezuelan operations only to the extent it receives cash for sales of inventory to CP Venezuela or for dividends or royalties from CP Venezuela. Although the operating results of CP Venezuela are no longer included in the Company's Consolidated Financial Statements for accounting purposes, under current tax rules, the Company is required to continue including CP Venezuela's results in its consolidated U.S. federal income tax return.

In the fourth quarter of 2012, the Company commenced a Global Growth and Efficiency Program (as expanded in 2014 and 2015 as described below, the "2012 Restructuring Program") for sustained growth. The program's initiatives are expected to help the Company ensure continued solid worldwide growth in unit volume, organic sales and earnings per share and enhance its global leadership positions in its core businesses.

On October 23, 2014, the Company's Board of Directors (the "Board") approved an expansion of the 2012 Restructuring Program to take advantage of additional savings opportunities. On October 29, 2015, the Board approved the reinvestment of the funds from the sale of the Company's laundry detergent business in the South Pacific to expand the 2012 Restructuring Program and extend it through December 31, 2017. The Board approved the implementation plan for this expansion on March 10, 2016.

The initiatives under the 2012 Restructuring Program continue to be focused on the following areas:

- Expanding Commercial Hubs
- Extending Shared Business Services and Streamlining Global Functions
- Optimizing Global Supply Chain and Facilities

Cumulative pretax charges resulting from the 2012 Restructuring Program, once all phases are approved and implemented, are estimated to be $1,405 to $1,585 ($1,050 to $1,170 aftertax). Savings from the 2012 Restructuring Program, substantially all of which are expected to increase future cash flows, are projected to be approximately $430 to $495 pretax ($400 to $475 aftertax) annually, once all projects are approved and implemented.

In the three and nine months ended September 30, 2016, the Company incurred aftertax costs of $32 and $114, respectively, associated with the 2012 Restructuring Program.

For more information regarding the 2012 Restructuring Program, see "Restructuring and Related Implementation Charges" below.

Looking forward, the Company expects global macroeconomic and market conditions to remain highly challenging. While the global marketplace in which the Company operates has always been highly competitive, the Company continues to experience heightened competitive activity in certain markets from strong local competitors and from other large multinational companies, some of which have greater resources than the Company does. Such activities have included more aggressive product claims and marketing challenges, as well as increased promotional spending and geographic expansion. Additionally, the Company continues to experience volatile foreign currency fluctuations and high raw and packaging material costs, driven by foreign exchange transaction costs. While the Company has taken, and will continue to take, measures to mitigate the effect of these conditions, should they persist, they could adversely affect the Company's future results.

The Company believes it is well prepared to meet the challenges ahead due to its strong financial condition, experience operating in challenging environments and continued focus on the Company's strategic initiatives: engaging to build our brands; innovation for growth; effectiveness and efficiency; and leading to win. This focus, together with the strength of the Company's global brands, its broad international presence in both developed and emerging markets and initiatives, such as the 2012 Restructuring Program, should position the Company well to increase shareholder value over the long term.

Results of Operations

Three Months

Worldwide Net sales were $3,867 in the third quarter of 2016, down 3.5% from the third quarter of 2015, as net selling price increases of 3.0% were more than offset by volume declines of 4.0% and negative foreign exchange of 2.5%. Excluding divested businesses and the impact of the deconsolidation of the Company's Venezuelan operations, volume increased by 1.5%. Organic sales (Net sales excluding the impact of foreign exchange, acquisitions, divestments and the deconsolidation of the Company's Venezuelan operations), a non-GAAP financial measure as discussed below, increased 4.5% in the third quarter of 2016.

Net sales in the Oral, Personal and Home Care product segment were $3,306 in the third quarter of 2016, down 4.5% from the third quarter of 2015, as net selling price increases of 2.5% were more than offset by volume declines of 4.0% and negative foreign exchange of 3.0%. Excluding divested businesses and the impact of the deconsolidation of the Company's Venezuelan operations, volume increased by 2.0%. Organic sales in the Oral, Personal and Home Care product segment increased 4.5% in the third quarter of 2016.

The Company's share of the global toothpaste market was 44.0% on a year-to-date basis, down 0.2 share points from the year ago period, and its share of the global manual toothbrush market was 33.2% on a year-to-date basis, down 0.2 share points from the year ago period. Year-to-date market shares in toothpaste were up in North America, Latin America and Africa/Eurasia and down in Europe and Asia Pacific versus the comparable 2015 period. In the manual toothbrush category, year-to-date market shares were up in North America and Europe and down in Latin America, Asia Pacific and Africa/Eurasia versus the comparable 2015 period. For additional information regarding market shares, see "Market Share Information" below.

Net sales in the Hill's Pet Nutrition segment were $561 in the third quarter of 2016, an increase of 2.5% from the third quarter of 2015, as net selling price increases of 3.5% and the impact of positive foreign exchange of 1.0% were partially offset by volume declines of 2.0%. Organic sales in the Hill's Pet Nutrition segment increased 1.5% in the third quarter of 2016.

(Dollars in Millions Except Share and Per Share Amounts)

Gross Profit/Margin

Worldwide Gross profit decreased 1% to $2,324 in the third quarter of 2016 from $2,347 in the third quarter of 2015. Gross profit in both periods included charges resulting from the 2012 Restructuring Program. Excluding these charges in both periods, Gross profit decreased to $2,335 in the third quarter of 2016 from $2,350 in the third quarter of 2015, reflecting a decrease of $77 resulting from the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015 and negative foreign exchange, partially offset by growth in organic sales. This decrease in Gross profit was partially offset by an increase of $62 resulting from higher Gross profit margin in the third quarter of 2016.

Worldwide Gross profit margin increased to 60.1% in the third quarter of 2016 from 58.7% in the third quarter of 2015. Excluding charges resulting from the 2012 Restructuring Program in both periods, Gross profit margin increased by 160 basis points (bps) to 60.4% in the third quarter of 2016 from 58.8% in the third quarter of 2015. This increase in Gross profit margin was primarily driven by cost savings from the Company's funding-the-growth initiatives (210 bps) and the 2012 Restructuring Program (10 bps), and higher pricing (110 bps), partially offset by higher raw and packaging material costs (180 bps), which included foreign exchange transaction costs and the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015.

	Three Months Ended September 30,	
	2016	2015
Gross profit, GAAP	$ 2,324	$ 2,347
2012 Restructuring Program	11	3
Gross profit, non-GAAP	$ 2,335	$ 2,350

	Three Months Ended September 30,		
	2016	2015	Basis Point Change
Gross profit margin, GAAP	60.1%	58.7%	140
2012 Restructuring Program	0.3	0.1	
Gross profit margin, non-GAAP	60.4%	58.8%	160

(Dollars in Millions Except Share and Per Share Amounts)

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased 2% to $1,322 in the third quarter of 2016 from $1,347 in the third quarter of 2015. The lower Selling, general and administrative expenses reflect the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Selling, general and administrative expenses in both periods included charges resulting from the 2012 Restructuring Program. Excluding these charges in both periods, Selling, general and administrative expenses decreased to $1,313 in the third quarter of 2016 from $1,332 in the third quarter of 2015, reflecting lower overhead expenses of $30, partially offset by increased advertising investment of $11.

Selling, general and administrative expenses as a percentage of Net sales increased to 34.2% in the third quarter of 2016 from 33.7% in the third quarter of 2015. Excluding charges resulting from the 2012 Restructuring Program, Selling, general and administrative expenses as a percentage of Net sales were 34.0% in the third quarter of 2016, an increase of 70 bps as compared to the third quarter of 2015. This increase was primarily due to increased advertising investment (60 bps) as a percentage of Net sales. In the third quarter of 2016, advertising investment increased 3% to $339, as compared with $328 in the third quarter of 2015, and increased as a percentage of Net sales to 8.8% in the third quarter of 2016 from 8.2% in the third quarter of 2015.

	Three Months Ended September 30,	
	2016	2015
Selling, general and administrative expenses, GAAP	$ 1,322	$ 1,347
2012 Restructuring Program	(9)	(15)
Selling, general and administrative expenses, non-GAAP	$ 1,313	$ 1,332

	Three Months Ended September 30,		
	2016	2015	Basis Point Change
Selling, general and administrative expenses as a percentage of Net sales, GAAP	34.2 %	33.7 %	50
2012 Restructuring Program	(0.2)	(0.4)	
Selling, general and administrative expenses as a percentage of Net sales, non-GAAP	34.0 %	33.3 %	70

(Dollars in Millions Except Share and Per Share Amounts)

Other (Income) Expense, Net

Other (income) expense, net was $(69) in the third quarter of 2016, as compared to $(136) in the third quarter of 2015. Other (income) expense, net in both periods included charges resulting from the 2012 Restructuring Program. Other (income) expense, net in the third quarter of 2016 also included a gain on the sale of land in Mexico and a charge for a previously disclosed litigation matter. Other (income) expense, net in the third quarter of 2015 also included a charge related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of an effective devaluation and a gain on the sale of the Company's laundry detergent business in the South Pacific. Excluding these items in both periods as applicable, Other (income) expense, net was $0 in the third quarter of 2016, as compared to $5 in the third quarter of 2015.

	Three Months Ended September 30,	
	2016	2015
Other (income) expense, net, GAAP	$ (69)	$ (136)
2012 Restructuring Program	(22)	(28)
Gain on sale of land in Mexico	97	—
Charge for a previously disclosed litigation matter	(6)	—
Venezuela remeasurement charge	—	(18)
Gain on sale of South Pacific laundry detergent business	—	187
Other (income) expense, net, non-GAAP	$ —	$ 5

Operating Profit

Operating profit decreased 6% to $1,071 in the third quarter of 2016 from $1,136 in the third quarter of 2015. The change in Operating profit reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Operating profit in both periods included charges resulting from the 2012 Restructuring Program. Operating profit in the third quarter of 2016 also included a gain on the sale of land in Mexico and a charge for a previously disclosed litigation matter. Operating profit in the third quarter of 2015 also included a charge related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of an effective devaluation and a gain on the sale of the Company's laundry detergent business in the South Pacific. Excluding these items in both periods as applicable, Operating profit increased to $1,022 in the third quarter of 2016 from $1,013 in the third quarter of 2015, primarily due to a decrease in Selling, general and administrative expenses, partially offset by lower Gross profit.

Operating profit margin was 27.7% in the third quarter of 2016, a decrease of 70 bps compared to 28.4% in the third quarter of 2015. Excluding the items described above in both periods as applicable, Operating profit margin increased 110 bps to 26.4% in the third quarter of 2016 as compared to 25.3% in the third quarter of 2015. This increase in Operating profit margin was primarily due to an increase in Gross profit margin (160 bps), partially offset by an increase in Selling, general and administrative expenses as a percentage of Net sales (70 bps).

	Three Months Ended September 30,		
	2016	2015	% Change
Operating profit, GAAP	$ 1,071	$ 1,136	(6)%
2012 Restructuring Program	42	46	
Gain on sale of land in Mexico	(97)	—	
Charge for a previously disclosed litigation matter	6	—	
Venezuela remeasurement charge	—	18	
Gain on sale of South Pacific laundry detergent business	—	(187)	
Operating profit, non-GAAP	$ 1,022	$ 1,013	1 %

(Dollars in Millions Except Share and Per Share Amounts)

	Three Months Ended September 30,		
	2016	2015	Basis Point Change
Operating profit margin, GAAP	27.7 %	28.4 %	(70)
2012 Restructuring Program	1.1	1.1	
Gain on sale of land in Mexico	(2.5)	—	
Charge for a previously disclosed litigation matter	0.1	—	
Venezuela remeasurement charge	—	0.5	
Gain on sale of South Pacific laundry detergent business	—	(4.7)	
Operating profit margin, non-GAAP	26.4 %	25.3 %	110

Interest (Income) Expense, Net

Interest (income) expense, net was $25 in the third quarter of 2016 as compared to $5 in the third quarter of 2015, primarily due to lower interest income on investments held outside the United States, which reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015, and higher interest expense as a result of higher average interest rates on debt.

Net Income Attributable to Colgate-Palmolive Company and Earnings Per Share

Net income attributable to Colgate-Palmolive Company for the third quarter of 2016 decreased to $702 from $726 in the third quarter of 2015, and Earnings per common share on a diluted basis decreased to $0.78 per share in the third quarter of 2016 from $0.80 per share in the third quarter of 2015. The change in Net income attributable to Colgate-Palmolive Company reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Net income attributable to Colgate-Palmolive Company in both periods included charges resulting from the 2012 Restructuring Program. Net income attributable to Colgate-Palmolive Company in the third quarter of 2016 also included a gain on the sale of land in Mexico, benefits from previously disclosed tax matters (see "Income taxes" below for further information) and a charge for a previously disclosed litigation matter. Net income attributable to Colgate-Palmolive Company in the third quarter of 2015 also included a charge related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of an effective devaluation and a gain on the sale of the Company's laundry detergent business in the South Pacific.

Excluding the items described above in both periods as applicable, Net income attributable to Colgate-Palmolive Company in the third quarter of 2016 was $653, even with the third quarter of 2015, and Earnings per common share on a diluted basis increased 1% to $0.73 in the third quarter of 2016 from $0.72 in the third quarter of 2015.

	Three Months Ended September 30, 2016				
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 1,046	$ 300	$ 746	$ 702	$ 0.78
2012 Restructuring Program	42	10	32	32	0.04
Gain on sale of land in Mexico	(97)	(34)	(63)	(63)	(0.07)
Benefits from previously disclosed tax matters	—	22	(22)	(22)	(0.02)
Charge for a previously disclosed litigation matter	6	2	4	4	—
Non-GAAP	$ 997	$ 300	$ 697	$ 653	$ 0.73

(Dollars in Millions Except Share and Per Share Amounts)

	Three Months Ended September 30, 2015				
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 1,131	$ 361	$ 770	$ 726	$ 0.80
2012 Restructuring Program	46	11	35	35	0.04
Venezuela remeasurement charge	18	6	12	12	0.01
Gain on sale of South Pacific laundry detergent business	(187)	(67)	(120)	(120)	(0.13)
Non-GAAP	$ 1,008	$ 311	$ 697	$ 653	$ 0.72

[1] The income tax effect on non-GAAP items is calculated based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying non-GAAP adjustment.
[2] The impact of non-GAAP adjustments on diluted earnings per share may not necessarily equal the difference between “GAAP” and “non-GAAP” as a result of rounding.

(Dollars in Millions Except Share and Per Share Amounts)

Net Sales and Operating Profit by Segment

Oral, Personal and Home Care

North America

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 800	$ 791	1.0 %
Operating profit	$ 273	$ 258	6 %
% of Net sales	34.1%	32.6%	150 bps

Net sales in North America increased 1.0% in the third quarter of 2016 to $800, driven by volume growth of 1.5% which was partially offset by net selling price decreases of 0.5%, while foreign exchange was flat. Organic sales in North America increased 1.0% in the third quarter of 2016.

The increase in organic sales in North America in the third quarter of 2016 versus the third quarter of 2015 was primarily due to an increase in Personal Care organic sales, partially offset by a decline in organic sales in the Home Care category. The increase in Personal Care organic sales was due to strong organic sales in the shower gel and liquid hand soap categories. The decrease in Home Care organic sales was due to a decline in organic sales in the hand dish category.

Operating profit in North America increased 6% in the third quarter of 2016 to $273, or 150 bps to 34.1% of Net sales. This increase in Operating profit as a percentage of Net sales was due to an increase in Gross profit (90 bps) and a decrease in Selling, general and administrative expenses (60 bps), both as a percentage of Net sales. This increase in Gross profit was primarily driven by cost savings from the Company's funding-the-growth initiatives (220 bps), partially offset by higher raw and packaging material costs (140 bps). This decrease in Selling, general and administrative expenses was due to lower overhead expenses (70 bps), which were partially offset by an increase in advertising investment (10 bps).

(Dollars in Millions Except Share and Per Share Amounts)

Latin America

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 924	$ 1,064	(13.0) %
Operating profit	$ 298	$ 300	(1) %
% of Net sales	32.3%	28.2%	410 bps

Net sales in Latin America decreased 13.0% to $924 in the third quarter of 2016. Net selling price increases of 9.0% were more than offset by volume declines of 16.0% and negative foreign exchange of 6.0%. Excluding the impact of the deconsolidation of the Company's Venezuelan operations, volume increased 1.5% led by volume gains in Mexico. Organic sales in Latin America increased 10.5% in the third quarter of 2016.

The increase in organic sales in Latin America in the third quarter of 2016 versus the third quarter of 2015 was due to increases in Oral Care, Personal Care and Home Care organic sales. The increase in Oral Care organic sales was driven by strong organic sales growth in the toothpaste category. Personal Care organic sales growth was driven by gains in the bar soap and underarm protection categories. The increase in Home Care organic sales was due to strong growth in the fabric softener and liquid cleaners categories.

Operating profit in Latin America decreased 1% in the third quarter of 2016 to $298, while as a percentage of Net sales, it increased 410 bps to 32.3%. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (340 bps) and a decrease in Selling, general and administrative expenses (30 bps), both as a percentage of Net sales. This increase in Gross profit was due to higher pricing as cost savings from the Company's funding-the-growth initiatives (140 bps) were offset by higher costs (140 bps), which included foreign exchange transaction costs and the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. This decrease in Selling, general and administrative expenses was due to lower overhead expenses (70 bps), which were partially offset by an increase in advertising investment (40 bps).

(Dollars in Millions Except Share and Per Share Amounts)

Europe

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 609	$ 617	(1.5) %
Operating profit	$ 158	$ 172	(8) %
% of Net sales	25.9%	27.9%	(200) bps

Net sales in Europe decreased 1.5% in the third quarter of 2016 to $609. Volume growth of 4.0% was more than offset by net selling price decreases of 2.5% and negative foreign exchange of 3.0%. Organic sales in Europe increased 1.5% in the third quarter of 2016. Volume gains were led by Germany and the United Kingdom.

The increase in organic sales in Europe in the third quarter of 2016 versus the third quarter of 2015 was primarily due to an increase in Oral Care organic sales, partially offset by a decline in organic sales in the Personal Care category. The increase in Oral Care organic sales was due to strong organic sales in the toothpaste and manual toothbrush categories. The decrease in Personal Care organic sales was due to a decline in organic sales in the liquid hand soap and shampoo categories.

Operating profit in Europe decreased 8% in the third quarter of 2016 to $158, or 200 bps to 25.9% of Net sales. This decrease in Operating profit as a percentage of Net sales was primarily due to a decrease in Gross profit (40 bps) and an increase in Selling, general and administrative expenses (150 bps), both as a percentage of Net sales. This decrease in Gross profit was primarily driven by higher raw and packaging material costs (190 bps), which included foreign exchange transaction costs, and lower pricing due to increased in-store promotional activities, partially offset by cost savings from the Company’s funding-the-growth initiatives (230 bps). The increase in Selling, general and administrative expenses was due to higher advertising investment (150 bps).

Asia Pacific

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 723	$ 735	(1.5) %
Operating profit	$ 230	$ 229	— %
% of Net sales	31.8%	31.2%	60 bps

Net sales in Asia Pacific decreased 1.5% in the third quarter of 2016 to $723. Net selling price increases of 0.5% were more than offset by negative foreign exchange of 2.0%, while volume was flat. Excluding the impact of the divestment of the Company’s laundry detergent business in the South Pacific, volume increased 2.5% in the third quarter of 2016, led by volume gains in the Philippines and India. Organic sales in Asia Pacific grew 3.0% in the third quarter of 2016.

The increase in organic sales in Asia Pacific in the third quarter of 2016 versus the third quarter of 2015 was driven by Oral Care with strong organic sales in the toothpaste and manual toothbrush categories. Personal Care also contributed to organic sales growth with gains in the shampoo and bar soap categories.

Operating profit in Asia Pacific increased to $230 in the third quarter of 2016, or 60 bps to 31.8% of Net sales. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (30 bps) and a decrease in Selling, general and administrative expenses (10 bps), both as a percentage of Net sales. This increase in Gross profit was mainly driven by cost savings from the Company’s funding-the-growth initiatives (310 bps) and the 2012 Restructuring Program (10 bps), mix and higher pricing, partially offset by higher raw and packaging material costs (370 bps), which included foreign exchange transaction costs. This decrease in Selling, general and administrative expenses was due to lower overhead expenses (20 bps), which were partially offset by an increase in advertising investment (10 bps).

(Dollars in Millions Except Share and Per Share Amounts)

Africa/Eurasia

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 250	$ 246	1.5 %
Operating profit	$ 50	$ 44	14 %
% of Net sales	20.0%	17.9%	210 bps

Net sales in Africa/Eurasia increased 1.5% in the third quarter of 2016 to $250. Net selling price increases of 10.5% were partially offset by volume declines of 2.0% and negative foreign exchange of 7.0%. Organic sales in Africa/Eurasia grew 8.5% in the third quarter of 2016. Volume declines in South Africa were partially offset by volume gains in the North Africa/Middle East region.

The increase in organic sales in Africa/Eurasia in the third quarter of 2016 versus the third quarter of 2015 was driven by Oral Care with strong organic sales growth in the toothpaste and manual toothbrush categories. Personal Care also contributed to organic sales growth with gains in the bar soap and shower gel categories.

Operating profit in Africa/Eurasia increased 14% in the third quarter of 2016 to $50, or 210 bps to 20.0% of Net sales. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (350 bps), partially offset by an increase in Selling, general and administrative expenses (160 bps), both as a percentage of Net sales. This increase in Gross profit was mainly driven by cost savings from the Company's funding-the-growth initiatives (140 bps) and higher pricing, partially offset by higher costs (290 bps), primarily driven by higher raw and packaging material costs, which included foreign exchange transaction costs. This increase in Selling, general and administrative expenses was due to higher overhead expenses (110 bps) and increased advertising investment (50 bps).

Hill's Pet Nutrition

	Three Months Ended September 30,		
	2016	2015	Change
Net sales	$ 561	$ 546	2.5 %
Operating profit	$ 162	$ 157	3 %
% of Net sales	28.9%	28.8%	10 bps

Net sales for Hill's Pet Nutrition increased 2.5% in the third quarter of 2016 to $561, as net selling price increases of 3.5% and the impact of positive foreign exchange of 1.0%, were partially offset by volume declines of 2.0%. Organic sales in Hill's Pet Nutrition increased 1.5% in the third quarter of 2016. Volume declines in the United States, Western Europe and Japan were partially offset by volume gains in the rest of Asia and Latin America.

The increase in organic sales in the third quarter of 2016 versus the third quarter of 2015 was due to an increase in organic sales in the Prescription Diet category, partially offset by a decline in organic sales in the Naturals and Advanced Nutrition categories.

Operating profit in Hill's Pet Nutrition increased 3% in the third quarter of 2016 to $162, or 10 bps to 28.9% of Net sales. This increase in Operating profit as a percentage of Net sales was due to an increase in Gross profit (40 bps) and a decrease in Other (income) expense, net (70 bps), partially offset by an increase in Selling, general and administrative expenses (100 bps), all as a percentage of Net sales. This increase in Gross profit was mainly driven by cost savings from the Company's funding-the-growth initiatives (210 bps) and higher pricing, partially offset by higher costs (320 bps), primarily driven by higher raw and packaging material costs, which included foreign exchange transaction costs. This increase in Selling, general and administrative expenses was due to increased advertising investment (70 bps) and higher overhead expenses (30 bps). This decrease in Other (income) expense, net was in part due to a foreign sales tax benefit.

(Dollars in Millions Except Share and Per Share Amounts)

Corporate

	Three Months Ended September 30,		
	2016	2015	Change
Operating profit (loss)	$ (100)	$ (24)	317 %

Operating profit (loss) related to Corporate was $(100) in the third quarter of 2016 as compared to $(24) in the third quarter of 2015. In the third quarter of 2016, Corporate Operating profit (loss) included charges of $42 resulting from the 2012 Restructuring Program, a charge of $6 for a previously disclosed litigation matter and a gain of $97 on the sale of land in Mexico. In the third quarter of 2015, Corporate Operating profit (loss) included charges of $46 resulting from the 2012 Restructuring Program, a charge of $18 related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of an effective devaluation and a gain of $187 on the sale of the Company's laundry detergent business in the South Pacific.

Nine Months

Worldwide Net sales were $11,474 in the first nine months of 2016, down 5.5% from the first nine months of 2015, as net selling price increases of 2.5% were more than offset by volume declines of 3.0% and negative foreign exchange of 5.0%. Excluding divested businesses and the impact of the deconsolidation of the Company's Venezuelan operations, volume increased 2.0%. Organic sales increased 4.5% in the first nine months of 2016.

Net sales in the Oral, Personal and Home Care product segment were $9,789 in the first nine months of 2016, a decrease of 7.0% from the first nine months of 2015, as net selling price increases of 2.5% were more than offset by volume declines of 3.5% and negative foreign exchange of 6.0%. Excluding divested businesses and the impact of the deconsolidation of the Company's Venezuelan operations, volume increased 2.0%. Organic sales in the Oral, Personal and Home Care product segment increased 4.5% in the first nine months of 2016.

The increase in organic sales in the first nine months of 2016 versus the first nine months of 2015 was driven by an increase in Oral Care organic sales with strong growth in the toothpaste and manual toothbrush categories. Personal Care and Home Care also contributed to organic sales growth. The increase in Personal Care organic sales was due to strong growth in the shower gel, shampoo and bar soap categories. Home Care organic sales growth was driven by gains in the fabric softener and liquid cleaners categories, partially offset by a decline in the hand dish category.

Net sales in the Hill's Pet Nutrition segment were $1,685 in the first nine months of 2016, an increase of 3.0% from the first nine months of 2015, driven by net selling price increases of 2.5% and volume growth of 1.0%, partially offset by negative foreign exchange of 0.5%. Organic sales for the Hill's Pet Nutrition segment increased 3.5% in the first nine months of 2016.

The increase in organic sales in the first nine months of 2016 versus the first nine months of 2015 was driven by organic sales growth in the Prescription Diet and Advanced Nutrition categories, partially offset by a decline in organic sales in the Naturals category.

(Dollars in Millions Except Share and Per Share Amounts)

Net Sales and Operating Profit by Segment

Net sales and Operating profit by segment were as follows:

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Net sales		
Oral, Personal and Home Care		
North America	$ 2,393	$ 2,360
Latin America	2,710	3,277
Europe	1,803	1,829
Asia Pacific	2,163	2,279
Africa/Eurasia	720	754
Total Oral, Personal and Home Care	9,789	10,499
Pet Nutrition	1,685	1,636
Total Net sales	$ 11,474	$ 12,135
Operating profit		
Oral, Personal and Home Care		
North America	$ 762	$ 699
Latin America	829	929
Europe	437	466
Asia Pacific	668	676
Africa/Eurasia	138	128
Total Oral, Personal and Home Care	2,834	2,898
Pet Nutrition	479	450
Corporate	(431)	(420)
Total Operating profit	$ 2,882	$ 2,928

Within the Oral, Personal and Home Care product segment, North America Net sales increased 1.5%, driven by volume growth of 3.0%, which was partially offset by net selling price decreases of 1.0% and negative foreign exchange of 0.5%. Organic sales in North America increased 2.0%. Latin America Net sales decreased 17.5% as net selling price increases of 8.5% were more than offset by volume declines of 13.5% and negative foreign exchange of 12.5%. Excluding the impact of the deconsolidation of the Company's Venezuelan operations, volume increased 1.5% in Latin America. Organic sales in Latin America increased 10.0%. Europe Net sales decreased 1.5% as volume growth of 4.0% was more than offset by net selling price decreases of 3.0% and negative foreign exchange of 2.5%. Organic sales in Europe increased 1.0%. Asia Pacific Net sales decreased 5.0% as net selling price increases of 0.5% were more than offset by volume declines of 1.0% and negative foreign exchange of 4.5%. Excluding the impact of the divested laundry detergent business in the South Pacific, volume increased 2.5% in Asia Pacific. Organic sales in Asia Pacific increased 3.0%. Africa/Eurasia Net sales decreased 4.5%, as net selling price increases of 9.0% were more than offset by volume declines of 1.0% and negative foreign exchange of 12.5%. Organic sales in Africa/Eurasia increased 8.0%.

(Dollars in Millions Except Share and Per Share Amounts)

In the first nine months of 2016, Operating profit (loss) related to Corporate was $(431) as compared to $(420) in the first nine months of 2015. In the first nine months of 2016, Corporate Operating profit (loss) included charges of $156 resulting from the 2012 Restructuring Program and a charge of $6 for a previously disclosed litigation matter, partially offset by a gain of $97 on the sale of land in Mexico. In the first nine months of 2015, Corporate Operating profit (loss) included charges of $198 resulting from the 2012 Restructuring Program and $34 related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of an effective devaluation, partially offset by a gain of $187 on the sale of the Company's laundry detergent business in the South Pacific.

Gross Profit/Margin

Worldwide Gross profit decreased 3% to $6,876 in the first nine months of 2016 from $7,106 in the first nine months of 2015. Gross profit in both periods included charges resulting from the 2012 Restructuring Program. Excluding these charges in both periods, Gross profit decreased to $6,907 in the first nine months of 2016 from $7,117 in the first nine months of 2015, reflecting a decrease of $386 resulting from the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015 and negative foreign exchange, partially offset by growth in organic sales. This decrease in Gross profit was partially offset by an increase of $176 resulting from higher Gross profit margin in the first nine months of 2016.

Worldwide Gross profit margin was 59.9% in the first nine months of 2016 as compared to 58.6% in the first nine months of 2015. Excluding the charges resulting from the 2012 Restructuring Program in both periods, Gross profit margin increased by 160 bps to 60.2% in the first nine months of 2016, from 58.6% in the first nine months of 2015, driven by cost savings from the Company's funding-the-growth initiatives (180 bps) and higher pricing (100 bps), which were partially offset by higher raw and packaging material costs (150 bps), which included foreign exchange transaction costs and the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015.

	Nine Months Ended September 30,	
	2016	2015
Gross profit, GAAP	$ 6,876	$ 7,106
2012 Restructuring Program	31	11
Gross profit, non-GAAP	$ 6,907	$ 7,117

	Nine Months Ended September 30,		
	2016	2015	Basis Point Change
Gross profit margin, GAAP	59.9%	58.6%	130
2012 Restructuring Program	0.3	—	
Gross profit margin, non-GAAP	60.2%	58.6%	160

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased 4% to $3,996 in the first nine months of 2016 from $4,178 in the first nine months of 2015. The lower Selling, general and administrative expenses reflect the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Selling, general and administrative expenses in both periods included charges resulting from the 2012 Restructuring Program. Excluding these charges, Selling, general and administrative expenses decreased to $3,947 in the first nine months of 2016 from $4,134 in the first nine months of 2015, reflecting lower overhead expenses of $150 and decreased advertising investment of $37.

(Dollars in Millions Except Share and Per Share Amounts)

Selling, general and administrative expenses as a percentage of Net sales increased to 34.8% in the first nine months of 2016 from 34.4% in the first nine months of 2015. Excluding charges resulting from the 2012 Restructuring Program, Selling, general and administrative expenses as a percentage of Net sales were 34.4% in the first nine months of 2016, an increase of 30 bps as compared to the first nine months of 2015. This increase was a result of increased advertising investment (30 bps) as a percentage of Net sales. In the first nine months of 2016, advertising investment decreased 3% to $1,131, as compared with $1,168 in the first nine months of 2015, while as a percentage of Net sales it increased to 9.9% in the first nine months of 2016 from 9.6% in the first nine months of 2015.

	Nine Months Ended September 30,	
	2016	2015
Selling, general and administrative expenses, GAAP	$ 3,996	$ 4,178
2012 Restructuring Program	(49)	(44)
Selling, general and administrative expenses, non-GAAP	$ 3,947	$ 4,134

	Nine Months Ended September 30,		
	2016	2015	Basis Point Change
Selling, general and administrative expenses as a percentage of Net sales, GAAP	34.8 %	34.4 %	40
2012 Restructuring Program	(0.4)	(0.3)	
Selling, general and administrative expenses as a percentage of Net sales, non- GAAP	34.4 %	34.1 %	30

Other (Income) Expense, Net

Other (income) expense, net was $(2) in the first nine months of 2016, as compared to $0 in the first nine months of 2015.
Other (income) expense, net in both periods included charges resulting from the 2012 Restructuring Program. Other (income) expense, net in the first nine months of 2016 also included a gain on the sale of land in Mexico and a charge for a previously disclosed litigation matter. Other (income) expense, net in the first nine months of 2015 also included charges related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of effective devaluations and a gain on the sale of the Company's laundry detergent business in the South Pacific. Excluding these items in both periods as applicable, Other (income) expense, net was $13 in the first nine months of 2016, as compared to $10 in the first nine months of 2015.

	Nine Months Ended September 30,	
	2016	2015
Other (income) expense, net, GAAP	$ (2)	$ —
2012 Restructuring Program	(76)	(143)
Gain on sale of land in Mexico	97	—
Charge for a previously disclosed litigation matter	(6)	—
Venezuela remeasurement charges	—	(34)
Gain on sale of South Pacific laundry detergent business	—	187
Other (income) expense, net, non-GAAP	$ 13	$ 10

(Dollars in Millions Except Share and Per Share Amounts)

Operating Profit

Operating profit decreased 2% to $2,882 in the first nine months of 2016 from $2,928 in the first nine months of 2015. The change in Operating profit reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Operating profit in both periods included charges resulting from the 2012 Restructuring Program. Operating profit in the first nine months of 2016 also included a gain on the sale of land in Mexico and a charge for a previously disclosed litigation matter. Operating profit in the first nine months of 2015 also included charges related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of effective devaluations and a gain on the sale of the Company's laundry detergent business in the South Pacific. Excluding these items in both periods as applicable, Operating profit for the first nine months of 2016 decreased 1% to $2,947 from $2,973 in the first nine months of 2015, primarily due to lower Gross profit, partially offset by a decrease in Selling, general and administrative expenses.

Operating profit margin was 25.1% in the first nine months of 2016, an increase of 100 bps compared to 24.1% in the first nine months of 2015. Excluding the items described above in both periods as applicable, Operating profit margin was 25.7%, an increase of 120 bps from 24.5% in the first nine months of 2015. This increase was primarily due to an increase in Gross profit margin (160 bps), partially offset by an increase in Selling, general and administrative expenses as a percentage of Net sales (30 bps).

	Nine Months Ended September 30,		
	2016	2015	% Change
Operating profit, GAAP	$ 2,882	$ 2,928	(2)%
2012 Restructuring Program	156	198	
Gain on sale of land in Mexico	(97)	—	
Charge for a previously disclosed litigation matter	6	—	
Venezuela remeasurement charges	—	34	
Gain on sale of South Pacific laundry detergent business	—	(187)	
Operating profit, non-GAAP	$ 2,947	$ 2,973	(1)%

	Nine Months Ended September 30,		
	2016	2015	Basis Point Change
Operating profit margin, GAAP	25.1 %	24.1 %	100
2012 Restructuring Program	1.4	1.6	
Gain on sale of land in Mexico	(0.8)	—	
Charge for a previously disclosed litigation matter	—	—	
Venezuela remeasurement charges	—	0.3	
Gain on sale of South Pacific laundry detergent business	—	(1.5)	
Operating profit margin, non-GAAP	25.7 %	24.5 %	120

Interest (Income) Expense, Net

Interest (income) expense, net was $78 in the first nine months of 2016 as compared to $19 in the first nine months of 2015, primarily due to lower interest income on investments held outside the United States, which reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015, and higher interest expense as a result of higher average interest rates on debt.

(Dollars in Millions Except Share and Per Share Amounts)

Income Taxes

The effective tax rate was 28.7% for the third quarter of 2016 as compared to 31.9% for the third quarter of 2015. The quarterly provision for income taxes is determined based on the Company's estimated full year effective tax rate adjusted by the amount of tax attributable to infrequent or unusual items that are separately recognized on a discrete basis in the income tax provision in the quarter in which they occur. The Company's current estimate of its full year effective income tax rate before discrete period items is 31.0%, compared to 31.3% in the third quarter of 2015. As reflected in the tables below, the non-GAAP income tax rate was 30.1% for the quarter ended September 30, 2016, as compared to 30.9% in the comparable period of 2015.

	Three Months Ended September 30,					
	2016			2015		
	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate [2]	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate [2]
As Reported GAAP	$ 1,046	$ 300	28.7 %	$ 1,131	$ 361	31.9 %
2012 Restructuring Program	42	10	(0.2)%	46	11	(0.3)%
Gain on sale of land in Mexico	(97)	(34)	(0.6)%	—	—	— %
Benefits from previously disclosed tax matters	—	22	2.2 %	—	—	— %
Charge for a previously disclosed litigation matter	6	2	— %	—	—	— %
Venezuela remeasurement charge	—	—	— %	18	6	0.1 %
Gain on sale of South Pacific laundry detergent business	—	—	— %	(187)	(67)	(0.8)%
Non-GAAP	$ 997	$ 300	30.1 %	$ 1,008	$ 311	30.9 %

	Nine Months Ended September 30,					
	2016			2015		
	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate [2]	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate [2]
As Reported GAAP	$ 2,804	$ 846	30.2 %	$ 2,909	$ 940	32.3 %
2012 Restructuring Program	156	41	(0.2)%	198	54	(0.3)%
Gain on sale of land in Mexico	(97)	(34)	(0.2)%	—	—	— %
Benefits (charge) from previously disclosed tax matters	—	35	1.2 %	—	(15)	(0.5)%
Charge for a previously disclosed litigation matter	6	2	— %	—	—	— %
Venezuela remeasurement charges	—	—	— %	34	12	— %
Gain on sale of South Pacific laundry detergent business	—	—	— %	(187)	(67)	(0.2)%
Non-GAAP	$ 2,869	$ 890	31.0 %	$ 2,954	$ 924	31.3 %

[1] The income tax effect on non-GAAP items is calculated based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying non-GAAP adjustment.

[2] The impact of non-GAAP items on the Company's effective tax rate represents the difference in the effective tax rate calculated with and without the non-GAAP adjustment on Income before income taxes and Provision for income taxes.

(Dollars in Millions Except Share and Per Share Amounts)

Since 2002, the Company has taken a tax position in a foreign jurisdiction that has been challenged by the tax authorities. In May 2015, the Company became aware of several Supreme Court rulings in the foreign jurisdiction disallowing certain tax deductions which had the effect of reversing prior decisions. The Company had taken deductions in prior years similar to those disallowed by the Court. As a result, as required, the Company reassessed its tax position and increased its unrecognized tax benefits by $15 in the quarter ended June 30, 2015.

During the quarter ended June 30, 2016, the Supreme Court in the foreign jurisdiction decided the matter in the Company's favor for the years 2002 through 2005 and, as a result, the Company recorded a net tax benefit of $13 including interest. During the quarter ended September 30, 2016, the Administrative Court in the foreign jurisdiction decided the matter in the Company's favor for the years 2008 through 2011 by acknowledging the Supreme Court's ruling for the years 2002 through 2005, which eliminated the possibility of future appeals. As a result, the Company recorded a tax benefit of $17, including interest, in the quarter ended September 30, 2016. The tax benefit of deductions related to this tax position taken for the years 2006 through 2007 and 2012 through 2014 totals approximately $14 at current exchange rates. These deductions are currently being challenged by the tax authorities in the foreign jurisdiction either in the lower courts or at the administrative level and, if resolved in the Company's favor, will result in the Company recording additional tax benefits, including interest.

Net Income Attributable to Colgate-Palmolive Company and Earnings Per Share

Net income attributable to Colgate-Palmolive Company in the first nine months of 2016 decreased to $1,835 from $1,842 in the comparable 2015 period. The change in Net income attributable to Colgate-Palmolive Company reflects the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015. Earnings per common share on a diluted basis increased to $2.04 per share from $2.02 per share in the comparable 2015 period. Net income attributable to Colgate-Palmolive Company in both periods included charges resulting from the 2012 Restructuring Program. Net income attributable to Colgate-Palmolive Company in the first nine months of 2016 also included a gain on the sale of land in Mexico, benefits from previously disclosed tax matters and a charge for a previously disclosed litigation matter. Net income attributable to Colgate-Palmolive Company in the first nine months of 2015 also included charges related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of effective devaluations, a charge related to a foreign tax matter and a gain on the sale of the Company's laundry detergent business in the South Pacific.

Excluding the items described above in both periods as applicable, Net income attributable to Colgate-Palmolive Company decreased 2% to $1,855 in the first nine months of 2016 from $1,901 in the first nine months of 2015 and Earnings per common share on a diluted basis decreased 1% to $2.06 in the first nine months of 2016 from $2.08 in the first nine months of 2015.

	Nine Months Ended September 30, 2016					
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Less: Income Attributable To Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 2,804	$ 846	$ 1,958	$ 123	$ 1,835	$ 2.04
2012 Restructuring Program	156	41	115	1	114	0.13
Gain on sale of land in Mexico	(97)	(34)	(63)	—	(63)	(0.07)
Benefits from previously disclosed tax matters	—	35	(35)	—	(35)	(0.04)
Charge for a previously disclosed litigation matter	6	2	4	—	4	—
Non-GAAP	$ 2,869	$ 890	$ 1,979	$ 124	$ 1,855	$ 2.06

(Dollars in Millions Except Share and Per Share Amounts)

	Nine Months Ended September 30, 2015					
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Less: Income Attributable To Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 2,909	$ 940	$ 1,969	$ 127	$ 1,842	$ 2.02
2012 Restructuring Program	198	54	144	2	142	0.15
Venezuela remeasurement charges	34	12	22	—	22	0.02
Charge for a foreign tax matter	—	(15)	15	—	15	0.02
Gain on sale of South Pacific laundry detergent business	(187)	(67)	(120)	—	(120)	(0.13)
Non-GAAP	$ 2,954	$ 924	$ 2,030	$ 129	$ 1,901	$ 2.08

(1) The income tax effect on non-GAAP items is calculated based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying non-GAAP adjustment.

(2) The impact of non-GAAP adjustments on diluted earnings per share may not necessarily equal the difference between "GAAP" and "non-GAAP" as a result of rounding.

Restructuring and Related Implementation Charges

2012 Restructuring Program

In the fourth quarter of 2012, the Company commenced the 2012 Restructuring Program. The program's initiatives are expected to help Colgate ensure continued solid worldwide growth in unit volume, organic sales and earnings per share and enhance its global leadership positions in its core businesses.

The 2012 Restructuring Program is expected to produce significant benefits in the Company's long-term business performance. The major objectives of the program include:

- Becoming even stronger on the ground through the continued evolution and expansion of proven global and regional commercial capabilities, which have already been successfully implemented in a number of the Company's operations around the world.
- Simplifying and standardizing how work gets done by increasing technology-enabled collaboration and taking advantage of global data and analytic capabilities, leading to smarter and faster decisions.
- Reducing structural costs to continue to increase the Company's gross and operating profit.
- Building on Colgate's current position of strength to enhance its leading market share positions worldwide and ensure sustained sales and earnings growth.

On October 23, 2014, the Board approved an expansion of the 2012 Restructuring Program to take advantage of additional savings opportunities. On October 29, 2015, the Board approved the reinvestment of the funds from the sale of the Company's laundry detergent business in the South Pacific to expand the 2012 Restructuring Program and extend it through December 31, 2017. The Board approved the implementation plan for this expansion on March 10, 2016.

The initiatives under the 2012 Restructuring Program continue to be focused on the following areas:

- Expanding Commercial Hubs – Building on the success of this structure already implemented in several divisions, continuing to cluster single-country subsidiaries into more efficient regional hubs, in order to drive smarter and faster decision making, strengthen capabilities available on the ground and improve cost structure.
- Extending Shared Business Services and Streamlining Global Functions – Implementing the Company's shared service organizational model in all regions of the world. While initially focused on finance and accounting, these shared services are now being expanded to additional functional areas to streamline global functions.
- Optimizing Global Supply Chain and Facilities – Continuing to optimize manufacturing efficiencies, global warehouse networks and office locations for greater efficiency, lower cost and speed to bring innovation to market.

Cumulative pretax charges resulting from the 2012 Restructuring Program, once all phases are approved and implemented, are estimated to be $1,405 to $1,585 ($1,050 to $1,170 aftertax).

(Dollars in Millions Except Share and Per Share Amounts)

The pretax charges resulting from the 2012 Restructuring Program are currently estimated to be comprised of the following categories: Employee-Related Costs, including severance, pension and other termination benefits (50%); asset-related costs, primarily Incremental Depreciation and Asset Impairments (10%); and Other charges, which include contract termination costs, consisting primarily of related implementation charges resulting directly from exit activities (20%) and the implementation of new strategies (20%). Over the course of the 2012 Restructuring Program, it is currently estimated that approximately 75% of the charges will result in cash expenditures. Anticipated pretax charges for 2016 are expected to approximate $270 to $310 ($200 to $230 aftertax).

It is expected that the cumulative pretax charges, once all projects are approved and implemented, will relate to initiatives undertaken in North America (15%), Europe (20%), Latin America (5%), Asia Pacific (5%), Africa/Eurasia (5%), Hill's Pet Nutrition (10%) and Corporate (40%), which includes substantially all of the costs related to the implementation of new strategies, noted above, on a global basis. It is expected that, when it has been fully implemented, the 2012 Restructuring Program will contribute a net reduction of approximately 3,300–3,800 positions from the Company's global employee workforce.

Savings from the 2012 Restructuring Program, substantially all of which are expected to increase future cash flows, are projected to be in the range of $430 to $495 pretax ($400 to $475 aftertax) annually, once all projects are approved and implemented. The Company continues to expect estimated savings in 2016 to approximate $60 to $70 pretax ($55 to $65 aftertax).

For the three and nine months ended September 30, 2016 and 2015, restructuring and related implementation charges are reflected in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	**2015**	**2016**	**2015**
Cost of sales	$ 11	$ 3	$ 31	$ 11
Selling, general and administrative expenses	9	15	49	44
Other (income) expense, net	22	28	76	143
Total 2012 Restructuring Program charges, pretax	$ 42	$ 46	$ 156	$ 198
Total 2012 Restructuring Program charges, aftertax	$ 32	$ 35	$ 114	$ 142

Restructuring and related implementation charges in the preceding table are recorded in the Corporate segment as these initiatives are predominantly centrally directed and controlled and are not included in internal measures of segment operating performance.

(Dollars in Millions Except Share and Per Share Amounts)

Total charges incurred for the 2012 Restructuring Program relate to initiatives undertaken by the following reportable operating segments:

	Three Months Ended September 30,		Nine Months Ended September 30,		Program-to-date Accumulated Charges
	2016	2015	2016	2015	
North America	30%	21 %	32%	17%	15%
Latin America	3%	7 %	5%	3%	4%
Europe [(1)]	19%	17 %	10%	12%	22%
Asia Pacific [(1)]	4%	— %	6%	4%	3%
Africa/Eurasia	12%	5 %	14%	4%	6%
Hill's Pet Nutrition	5%	(3)%	8%	5%	8%
Corporate	27%	53 %	25%	55%	42%

(1) The Company has recast its historical geographic segment information to conform to the new reporting structure. See "Executive Overview and Outlook" above for additional details.

Since the inception of the 2012 Restructuring Program in the fourth quarter of 2012, the Company has incurred cumulative pretax charges of $1,156 ($853 aftertax) in connection with the implementation of various projects as follows:

	Cumulative Charges as of September 30, 2016
Employee-Related Costs	$ 452
Incremental Depreciation	77
Asset Impairments	15
Other	612
Total	$ 1,156

The majority of costs incurred since inception relate to the following projects: the implementation of the Company's overall hubbing strategy; the consolidation of facilities; the extension of shared business services and streamlining of global functions; the simplification and streamlining of the Company's research and development capabilities and oral care supply chain, both in Europe; the closing of the Morristown, New Jersey personal care facility; and restructuring how the Company will provide future retirement benefits to substantially all of the U.S.-based employees participating in the Company's defined benefit retirement plan by shifting them to the Company's defined contribution plan.

(Dollars in Millions Except Share and Per Share Amounts)

The following tables summarize the activity for the restructuring and related implementation charges discussed above and the related accruals:

	Three Months Ended September 30, 2016				
	Employee-Related Costs	Incremental Depreciation	Asset Impairments	Other	Total
Balance at June 30, 2016	$ 76	$ —	$ —	$ 141	$ 217
Charges	14	3	5	20	42
Cash payments	(17)	—	—	(35)	(52)
Charges against assets	(1)	(3)	(5)	—	(9)
Foreign exchange	—	—	—	—	—
Balance at September 30, 2016	$ 72	$ —	$ —	$ 126	$ 198

	Nine Months Ended September 30, 2016				
	Employee-Related Costs	Incremental Depreciation	Asset Impairments	Other	Total
Balance at December 31, 2015	$ 84	$ —	$ —	$ 131	$ 215
Charges	48	6	8	94	156
Cash payments	(58)	—	—	(99)	(157)
Charges against assets	(3)	(6)	(8)	—	(17)
Foreign exchange	1	—	—	—	1
Balance at September 30, 2016	$ 72	$ —	$ —	$ 126	$ 198

Employee-Related Costs primarily include severance and other termination benefits and are calculated based on long-standing benefit practices, local statutory requirements and, in certain cases, voluntary termination arrangements. Employee-Related Costs also include pension and other retiree benefit enhancements amounting to $1 and $3 for the three and nine months ended September 30, 2016, respectively, which are reflected as Charges against assets within Employee-Related Costs in the preceding tables as the corresponding balance sheet amounts are reflected as a reduction of pension assets or an increase in pension and other retiree benefit liabilities.

Incremental Depreciation is recorded to reflect changes in useful lives and estimated residual values for long-lived assets that will be taken out of service prior to the end of their normal service period. Asset Impairments are recorded to write down assets held for sale or disposal to their fair value based on amounts expected to be realized. Charges against assets within Asset Impairments are net of cash proceeds pertaining to the sale of certain assets.

Other charges consist primarily of charges resulting directly from exit activities and the implementation of new strategies as a result of the 2012 Restructuring Program. These charges for the three and nine months ended September 30, 2016 include third-party incremental costs related to the development and implementation of new business and strategic initiatives of $17 and $74, respectively, and contract termination costs and charges resulting directly from exit activities of $3 and $19, respectively, directly related to the 2012 Restructuring Program. These charges were expensed as incurred. Also included in Other charges for the three and nine months ended September 30, 2016 are other exit costs related to the consolidation of facilities of $0 and $1, respectively.

Non-GAAP Financial Measures

This Quarterly Report on Form 10-Q discusses certain financial measures on both a GAAP and a non-GAAP basis. The Company uses the non-GAAP financial measures described below internally in its budgeting process, to evaluate segment and overall operating performance and as a factor in determining compensation. The Company believes that these non-GAAP financial measures are useful in evaluating the Company's underlying business performance and trends; however, this information should be considered as supplemental in nature and is not meant to be considered in isolation or as a substitute for the related financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be the same as similar measures presented by other companies.

Net sales growth (GAAP) and organic sales growth (Net sales growth excluding the impact of foreign exchange, acquisitions, divestments and the deconsolidation of the Company's Venezuelan operations) (non-GAAP) are discussed in this Quarterly Report on Form 10-Q. Management believes the organic sales growth measure provides investors and analysts with useful supplemental information regarding the Company's underlying sales trends by presenting sales growth excluding the external factor of foreign exchange, as well as the impact of acquisitions, divestments and the deconsolidation of the Company's Venezuelan operations. A reconciliation of organic sales growth to Net sales growth for the three and nine months ended September 30, 2016 is provided below.

Worldwide Gross profit, Gross profit margin, Selling, general and administrative expenses, Selling, general and administrative expenses as a percentage of Net sales, Other (income) expense, net, Operating profit, Operating profit margin, effective income tax rate, Net income attributable to Colgate-Palmolive Company and Earnings per share on a diluted basis are discussed in this Quarterly Report on Form 10-Q both on a GAAP basis and, as applicable, excluding charges resulting from the 2012 Restructuring Program, a gain on sale of land in Mexico, benefits from previously disclosed tax matters, a charge for a previously disclosed litigation matter, charges related to the remeasurement of CP Venezuela's local currency-denominated net monetary assets as a result of effective devaluations, a charge related to a foreign tax matter and a gain on sale of the Company's laundry detergent business in the South Pacific (non-GAAP). These non-GAAP financial measures exclude items that, either by their nature or amount, management would not expect to occur as part of the Company's normal business on a regular basis, such as restructuring charges, charges for certain litigation and tax matters, gains and losses from certain divestitures and certain unusual, non-recurring items. Investors and analysts use these financial measures in assessing the Company's business performance and management believes that presenting these financial measures on a non-GAAP basis provides them with useful supplemental information to enhance their understanding of the Company's underlying business performance and trends. These non-GAAP financial measures also enhance the ability to compare period-to-period financial results. A reconciliation of each of these non-GAAP financial measures to the most directly comparable GAAP financial measures for the three and nine months ended September 30, 2016 and 2015 is presented within the applicable section of Results of Operations.

(Dollars in Millions Except Share and Per Share Amounts)

The following tables provide a quantitative reconciliation of Net sales growth to organic sales growth for the three and nine months ended September 30, 2016:

Three Months Ended September 30, 2016	**Net Sales Growth (GAAP)**	**Foreign Exchange Impact**	**Acquisitions and Divestments Impact [(1)]**	**Organic Sales Growth (Non-GAAP)**
Oral, Personal and Home Care				
North America	1.0%	—%	—%	1.0%
Latin America	(13.0)%	(6.0)%	(17.5)%	10.5%
Europe	(1.5)%	(3.0)%	—%	1.5%
Asia Pacific	(1.5)%	(2.0)%	(2.5)%	3.0%
Africa/Eurasia	1.5%	(7.0)%	—%	8.5%
Total Oral, Personal and Home Care	(4.5)%	(3.0)%	(6.0)%	4.5%
Pet Nutrition	2.5%	1.0%	—%	1.5%
Total Company	(3.5)%	(2.5)%	(5.5)%	4.5%

Nine Months Ended September 30, 2016	**Net Sales Growth (GAAP)**	**Foreign Exchange Impact**	**Acquisitions and Divestments Impact [(1)]**	**Organic Sales Growth (Non-GAAP)**
Oral, Personal and Home Care				
North America	1.5%	(0.5)%	—%	2.0%
Latin America	(17.5)%	(12.5)%	(15.0)%	10.0%
Europe	(1.5)%	(2.5)%	—%	1.0%
Asia Pacific	(5.0)%	(4.5)%	(3.5)%	3.0%
Africa/Eurasia	(4.5)%	(12.5)%	—%	8.0%
Total Oral, Personal and Home Care	(7.0)%	(6.0)%	(5.5)%	4.5%
Pet Nutrition	3.0%	(0.5)%	—%	3.5%
Total Company	(5.5)%	(5.0)%	(5.0)%	4.5%

[(1)] Represents the impact of acquisitions, divestments and the deconsolidation of the Company's Venezuelan operations, as applicable.

Liquidity and Capital Resources

The Company expects cash flow from operations and debt issuances will be sufficient to meet foreseeable business operating and recurring cash needs (including for debt service, dividends, capital expenditures, costs resulting from the 2012 Restructuring Program and stock repurchases). The Company believes its strong cash generation and financial position should continue to allow it broad access to global credit and capital markets.

Net cash provided by operations increased 10% to $2,317 in the first nine months of 2016, compared with $2,108 in the comparable period of 2015, due to strong operating earnings and the timing of income tax payments, partially offset by the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015 and voluntary contributions to employee postretirement plans.

The Company defines working capital as the difference between current assets (excluding Cash and cash equivalents and marketable securities, the latter of which is reported in Other current assets) and current liabilities (excluding short-term debt). The Company's working capital decreased to (3.4%) as a percentage of Net sales in the first nine months of 2016 as compared to (1.3%) in the first nine months of 2015, reflecting the Company's tight focus on working capital and the impact of reclassifying current deferred tax assets to noncurrent deferred tax assets upon the adoption of a new accounting standard.

Approximately 75% of total program charges resulting from the 2012 Restructuring Program, estimated to be $1,405 to $1,585 ($1,050 to $1,170 aftertax) are expected to result in cash expenditures. Savings from the 2012 Restructuring Program, substantially all of which are expected to increase future cash flows, are projected to be in the range of $430 to $495 pretax ($400 to $475 aftertax) annually, once all projects are approved and implemented. Anticipated pretax charges for 2016 are expected to approximate $270 to $310 ($200 to $230 aftertax) and savings in 2016 are expected to approximate $60 to $70 pretax ($55 to $65 aftertax). It is anticipated that cash requirements for the 2012 Restructuring Program will be funded from operating cash flows. Approximately 60% of the restructuring accrual at September 30, 2016 is expected to be paid in the next twelve months.

Investing activities used $445 of cash in the first nine months of 2016, compared with $344 in the comparable period of 2015. Purchases of marketable securities and investments decreased in the first nine months of 2016 to $271 from $499 in the comparable period of 2015. Proceeds from the sale of marketable securities and investments decreased in the first nine months of 2016 to $158 from $398 in the comparable period of 2015. The decrease in purchases of marketable securities and investments and proceeds from the sale of marketable securities and investments was primarily due to lower investments in bank deposits with original maturities greater than 90 days and the impact of the deconsolidation of the Company's Venezuelan operations effective December 31, 2015.

In September 2016, the Company's Mexican subsidiary completed the sale to the United States of America of the Mexico City site on which its commercial operations, technology center and soap production facility were previously located and received $60 as the third and final installment of the sale price. The total sale price (including the third installment and the previously received first and second installments) was $120. The Company recognized a pretax gain of $97 ($63 aftertax gain) in the third quarter of 2016, net of costs primarily related to site preparation.

Capital spending decreased in the first nine months of 2016 to $392 from $459 in the comparable period of 2015. The Company continues to focus its capital spending on projects that are expected to yield high aftertax returns. Capital expenditures for 2016 are expected to remain at an annual rate of approximately 4.5% of Net sales, which is higher than the Company's historical rate of approximately 3.5%, primarily due to the 2012 Restructuring Program.

Financing activities used $1,547 of cash during the first nine months of 2016, compared with $1,326 in the comparable period of 2015, reflecting lower net proceeds from the issuances of debt, partially offset by lower purchases of treasury shares in the first nine months of 2016 compared to the first nine months of 2015.

Long-term debt, including the current portion, decreased to $6,520 as of September 30, 2016 as compared to $6,544 as of December 31, 2015 and total debt decreased to $6,523 as of September 30, 2016 as compared to $6,548 as of December 31, 2015. The Company's debt issuances support its capital structure strategy objectives of funding its business and growth initiatives while minimizing its risk-adjusted cost of capital.

As of September 30, 2016 and 2015, the Company had no commercial paper outstanding. The average daily balances outstanding for commercial paper in the first nine months of 2016 and 2015 were $1,194 and $1,992, respectively. The Company classifies commercial paper and certain current maturities of notes payable as long-term debt when it has the intent and ability to refinance such obligations on a long-term basis, including, if necessary, by utilizing its lines of credit.

Certain of the agreements with respect to the Company's bank borrowings contain financial and other covenants as well as cross-default provisions. Noncompliance with these requirements could ultimately result in the acceleration of amounts owed. The Company is in full compliance with all such requirements and believes the likelihood of noncompliance is remote.

In the first quarter of 2016, the Company increased the annualized common stock dividend by 3% to $1.56 per share, effective in the second quarter of 2016.

Cash and cash equivalents increased $328 during the first nine months of 2016 to $1,298 at September 30, 2016, compared to $970 at December 31, 2015, most of which ($1,265 and $932, respectively) were held by the Company's foreign subsidiaries. The Company regularly assesses its cash needs and the available sources to fund these needs and, as part of this assessment, the Company determines the amount of foreign earnings it intends to repatriate to help fund its domestic cash needs and provides applicable U.S. income and foreign withholding taxes on such earnings.

As of December 31, 2015, the Company had approximately $4,600 of undistributed earnings of foreign subsidiaries for which no U.S. income or foreign withholding taxes had been provided as the Company considered such earnings to be indefinitely reinvested outside of the U.S. and, therefore, not subject to such taxes.

In order to fully recognize a $210 U.S. income tax benefit in 2016 principally related to changes in Venezuela's foreign exchange regime, during the quarter ended March 31, 2016, the Company decided to repatriate in 2016 $1,500 of earnings of foreign subsidiaries it previously considered indefinitely reinvested outside of the U.S., and accordingly, recorded a tax charge of $210 during the first quarter of 2016. The Company does not anticipate a need to repatriate additional undistributed earnings of foreign subsidiaries. Any future repatriation would be subject to applicable U.S. income and foreign withholding taxes. As the Company operates in over 200 countries and territories throughout the world, and due to the complexities in the tax laws and the assumptions that would have to be made, it is not practicable to determine the tax liability that would arise if these earnings were repatriated.

For additional information regarding liquidity and capital resources, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Market Share Information

Management uses market share information as a key indicator to monitor business health and performance. References to market share in this Quarterly Report on Form 10-Q are based on a combination of consumption and market share data provided by third-party vendors, primarily Nielsen, and internal estimates. All market share references represent the percentage of the dollar value of sales of our products, relative to all product sales in the category in the countries in which the Company competes and purchases data (excluding Venezuela from all periods).

Market share data is subject to limitations on the availability of up-to-date information. The Company measures year-to-date market shares from January 1 of the relevant year through the most recent period for which market share data is available, which typically reflects a lag time of one or two months. We believe that the third-party vendors we use to provide data are reliable, but we have not verified the accuracy or completeness of the data or any assumptions underlying the data. In addition, market share information calculated by the Company may be different from market share information calculated by other companies due to differences in category definitions, the use of data from different countries, internal estimates and other factors.

Cautionary Statement on Forward-Looking Statements

This Quarterly Report on Form 10-Q may contain forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the Securities and Exchange Commission in its rules, regulations and releases. Such statements may relate, for example, to sales or volume growth, organic sales growth, profit or profit margin growth, earnings growth, financial goals, the impact of foreign exchange volatility, cost-reduction plans including the 2012 Restructuring Program, tax rates, the need to repatriate undistributed earnings of foreign subsidiaries, new product introductions, commercial investment levels, acquisitions and divestitures, or legal proceedings, among other matters. These statements are made on the basis of the Company's views and assumptions as of this time and the Company undertakes no obligation to update these statements, except as required by law. Moreover, the Company does not, nor does any other person, assume responsibility for the accuracy and completeness of those statements. The Company cautions investors that any such forward-looking statements are not guarantees of future performance and that actual events or results may differ materially from those statements. Actual events or results may differ materially because of factors that affect international businesses and global economic conditions, as well as matters specific to the Company and the markets it serves, including the uncertain economic environment in different countries and its effect on consumer spending habits, increased competition and evolving competitive practices, currency rate fluctuations, exchange controls, price or profit controls, labor relations, changes in foreign or domestic laws or regulations or their interpretation, political and fiscal developments, the availability and cost of raw and packaging materials, the ability to maintain or increase selling prices as needed, the ability to implement the 2012 Restructuring Program as planned or differences between the actual and the estimated costs or savings under such program, changes in the policies of retail trade customers, the ability to continue lowering costs, the ability to complete acquisitions and divestitures as planned and the uncertainty of the outcome of legal proceedings, whether or not the Company believes they have merit. For information about these and other factors that could impact the Company's business and cause actual results to differ materially from forward-looking statements, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2015, including the information set forth under the captions "Item 1A. Risk Factors" and "Cautionary Statement on Forward-Looking Statements."

Quantitative and Qualitative Disclosures about Market Risk

There is no material change in the information reported under Part II, Item 7, "Managing Foreign Currency, Interest Rate, Commodity Price and Credit Risk Exposure" contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company’s management, under the supervision and with the participation of the Company’s Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of September 30, 2016 (the “Evaluation”). Based upon the Evaluation, the Company’s Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) are effective.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. As part of the 2012 Restructuring Program, the Company is implementing a shared business service organization model in all regions of the world. This implementation is expected to continue in a phased approach in future years. At this time, certain financial transaction processing activities have been transitioned to these shared business services centers. The Company does not expect this transition to materially affect its internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding legal matters, please refer to Item 3 in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, Note 13 to the Consolidated Financial Statements included therein and Note 12 to the Condensed Consolidated Financial Statements contained in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

For information regarding risk factors, please refer to Part 1, Item 1A in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 19, 2015, the Board authorized the repurchase of shares of the Company's common stock having an aggregate purchase price of up to $5 billion under a new share repurchase program (the "2015 Program"), which replaced a previously authorized share repurchase program. The Board also has authorized share repurchases on an ongoing basis to fulfill certain requirements of the Company's compensation and benefit programs. The shares are repurchased from time to time in open market or privately negotiated transactions at the Company's discretion, subject to market conditions, customary blackout periods and other factors.

The following table shows the stock repurchase activity for the three months in the quarter ended September 30, 2016:

Month	Total Number of Shares Purchased[1]	Average Price Paid per Share		Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs[3] (in millions)	
July 1 through 31, 2016	473,531	$	73.63	354,000	$	3,192
August 1 through 31, 2016	2,934,010	$	74.62	2,721,200	$	2,989
September 1 through 30, 2016	2,509,942	$	73.08	2,390,000	$	2,814
Total	5,917,483	$	73.89	5,465,200		

(1) Includes share repurchases under the 2015 Program and those associated with certain employee elections under the Company's compensation and benefit programs.

(2) The difference between the total number of shares purchased and the total number of shares purchased as part of publicly announced plans or programs is 452,283 shares, all of which relate to shares deemed surrendered to the Company to satisfy certain employee elections under the Company's compensation and benefit programs.

(3) Includes approximate dollar value of shares that were available to be purchased under publicly announced plans or programs that were in effect as of September 30, 2016.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
10	Form of Nonqualified Option Award Agreement used in connection with grants under the 2013 Incentive Compensation Plan
12	Computation of Ratio of Earnings to Fixed Charges.
31-A	Certificate of the Chairman of the Board, President and Chief Executive Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31-B	Certificate of the Chief Financial Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32	Certificate of the Chairman of the Board, President and Chief Executive Officer and the Chief Financial Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350.
101	The following materials from Colgate-Palmolive Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2016, formatted in eXtensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income; (ii) the Condensed Consolidated Statements of Comprehensive Income; (iii) the Condensed Consolidated Balance Sheets; (iv) the Condensed Consolidated Statements of Cash Flows; and (v) Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	COLGATE-PALMOLIVE COMPANY
	(Registrant)
	Principal Executive Officer:
October 27, 2016	/s/ Ian Cook
	Ian Cook
	Chairman of the Board, President and Chief Executive Officer
	Principal Financial Officer:
October 27, 2016	/s/ Dennis J. Hickey
	Dennis J. Hickey
	Chief Financial Officer
	Principal Accounting Officer:
October 27, 2016	/s/ Victoria L. Dolan
	Victoria L. Dolan
	Chief Transformation Officer and Corporate Controller

EXHIBIT 10

NONQUALIFIED OPTION AWARD AGREEMENT
COLGATE-PALMOLIVE COMPANY

2013 INCENTIVE COMPENSATION PLAN

[DATE], 20[__]

<<Title>> <<First Name>> <<Last Name>>
Colgate-Palmolive
<<Location>>

This Award Agreement (including, if applicable, the appendix hereto) will confirm the following Award of a Nonqualified Option made to you on [DATE], 20[__] by the Personnel and Organization Committee of the Board of Directors of Colgate-Palmolive Company (the “Company”) pursuant to the 2013 Incentive Compensation Plan (the “Plan”). Copies of the Plan, the Plan Prospectus and the Guidelines Regarding the Effect of Termination of Employment on Awards Granted under the Plan, adopted on March 13, 2014 (the “Termination Guidelines”) are available online via the Merrill Lynch Benefits OnLine® website which can be accessed on the “ColgatePeople/For Employees/Compensation/Learn About Compensation Programs” section of OurColgate.com or, if you prefer to receive a paper copy, they are available from the Company at 300 Park Avenue, New York, NY, 10022, Attention: Ms. Jennifer M. Daniels, Chief Legal Officer and Secretary. These are important documents with respect to your Award, and we urge you to take the time to review them. Capitalized terms used in this Award Agreement that are not defined in this Award Agreement have the meanings as used or defined in the Plan.

The Company hereby grants you a Nonqualified Option to purchase from the Company up to a total of <<#Shares>> shares of the Company’s common stock (“Shares”) at $xx.xx per Share.

This Nonqualified Option may be exercised only in accordance with the terms and conditions contained in or established pursuant to the Plan, as supplemented by this Award Agreement. It vests, and may be exercised from time to time prior to its expiration, as follows: cumulatively as to one-third of the Shares on the first anniversary date of this Award Agreement and as to an additional one-third on each of the two succeeding anniversary dates.

The Company reserves the right to withhold from the Shares otherwise deliverable to you upon exercise by you of this Nonqualified Option a number of Shares having a Fair Market Value on the date of exercise equal to any amounts owed by you to the Company pursuant to any Company programs or policies. The grant of this Nonqualified Option shall not obligate the Company or any of its Affiliates to continue your employment for any period or on any basis of compensation, including future grants of Options or other Awards.

This Award Agreement is subject to all of the terms, conditions, limitations and restrictions contained in or established pursuant to the Plan, the Termination Guidelines and, if applicable, the Company’s Clawback Policy and all requirements of applicable law, including the provisions relating to the exercise and/or forfeiture of Options upon termination of employment. Your acceptance of this Nonqualified Option shall constitute your acknowledgment of, and agreement to, all such terms, conditions, limitations and restrictions.

This Award Agreement may not be assigned or transferred in whole or in part except as provided in the Plan. You shall not have any of the rights of a shareholder with respect to any of the Shares which are the subject of this Award Agreement until you exercise the Nonqualified Option and such Shares are actually issued to you.

This Nonqualified Option shall expire at 12:01am on [Date], 20[__], or sooner, in the event of your termination of employment, as provided in the Plan and the Termination Guidelines. This Nonqualified Option must be exercised by the close of the New York Stock Exchange on the last business day prior to this expiration date. If this Nonqualified Option has not been exercised by 4:00pm (New York time) on the last business day prior to the expiration date, the Company will have the right to exercise such Nonqualified Option on your behalf and to deliver the resulting Shares, net of the exercise price and any applicable withholding taxes, to your limited brokerage account at Merrill Lynch or, if you do not have such an account, to a shareholder account in your name with the Company’s transfer agent, Computershare.

The number of Shares and the exercise price per Share are subject to adjustment as provided in the Plan. You assume all risks incident to any change in applicable laws or regulations and any change in the market value of Shares after the date of grant and after exercise of this Nonqualified Option in whole or in part.

Data Privacy. *By accepting the Nonqualified Option, you explicitly and unambiguously consent to the collection, use and transfer, in electronic or other form, of your personal data as described in this Award Agreement and any other Award grant materials ("Data") by and among, as applicable, the Company, its subsidiaries and Affiliates (collectively referred to in this Data Privacy section as the "Company") and certain third party service providers including, but not limited to, Plan brokers, financial advisers and legal counsel, engaged by the Company (collectively, the "Providers") for the purpose of implementing, administering and managing the Plan and complying with applicable laws, regulations and legislation.*

You understand that the Data collected, used, transferred or held by the Company and the Providers consists of certain of Data about you, including, but not limited to, your name, home address, telephone number, date of birth, social insurance number or other government identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Options or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in your favor. You further understand that such collection, use, transfer and holding of the Data is necessary for the purpose of implementing, administering and managing the Plan and complying with applicable laws, regulations and legislation. You understand that the Company or the Providers may be located in the United States or elsewhere, and that the laws of the country in which the Company and the Providers collect, use or hold the Data may have different legal protections for the Data than your country. However, regardless of the location of the Data, the Company protects the Data through reasonable physical, technical and administrative safeguards and requires that the Providers also have such safeguards in place.

You understand that you may, at any time, request a copy of your Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting your local human resources representative in writing. You understand that refusing or withdrawing your consent may affect your ability to participate in the Plan as more fully described below.

You understand that you are providing the consent herein on a purely voluntary basis. If you do not consent, or if you later seek to revoke your consent, your employment status or service and career with your employer will not be adversely affected; the only adverse consequence of refusing or withdrawing your consent is that the Company would not be able to grant Options or other equity awards or administer or maintain such awards. Therefore, you understand that refusing or withdrawing your consent may affect your ability to participate in the Plan. For more information on the consequences of your refusal to consent or withdrawal of consent, you understand that you may contact your local human resources representative.

This Award Agreement and related Nonqualified Option are governed by, and subject to, the laws of the State of Delaware, without reference to principles of conflict of laws, as provided in the Plan.

Very truly yours,

COLGATE-PALMOLIVE COMPANY

By /s/ Ian Cook

EXHIBIT 12

COLGATE-PALMOLIVE COMPANY

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(Dollars in Millions)
(Unaudited)

	Nine Months Ended September 30, 2016
Earnings:	
Income before income taxes	$ 2,804
Add:	
Fixed charges	175
Less:	
Income from equity investees	(7)
Capitalized interest	(6)
Income as adjusted	$ 2,966
Fixed Charges:	
Interest on indebtedness and amortization of debt expense and discount or premium	$ 115
Portion of rents representative of interest factor	54
Capitalized interest	6
Total Fixed Charges	$ 175
Ratio of earnings to fixed charges	16.9

EXHIBIT 31-A

I, Ian Cook, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Colgate-Palmolive Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2016

/s/ Ian Cook

Ian Cook

Chairman of the Board, President and
Chief Executive Officer

EXHIBIT 31-B

I, Dennis J. Hickey, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Colgate-Palmolive Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2016

/s/ Dennis J. Hickey

Dennis J. Hickey
Chief Financial Officer

EXHIBIT 32

The undersigned Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer of Colgate-Palmolive Company each certify, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Colgate-Palmolive Company.

Date: October 27, 2016

/s/ Ian Cook

Ian Cook
Chairman of the Board, President and
Chief Executive Officer

/s/ Dennis J. Hickey

Dennis J. Hickey
Chief Financial Officer