SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] Wallace Noel R.	2. Issuer Name **and** Ticker or Trading Symbol COLGATE PALMOLIVE CO [CL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2020	X Director 10% Owner X Officer (give title below) Other (specify below) Chairman, President & CEO
(Street) NEW YORK NY 10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/09/2020		M[(1)]		31,015	A	$61.93	229,726	D	
Common Stock	11/09/2020		S[(2)]		26,886	D	$83.799[(3)]	202,840	D	
Common Stock								47,684	I	By Issuer's 401(k) Plan Trustee
Common Stock								335	I	By Trust

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$61.93	11/09/2020		M[(1)]			31,015	[(4)]	09/10/2021	Common Stock	31,015	$0.0000	50,279	D	

Explanation of Responses:

1. Exercise of stock options awarded under the issuer's incentive compensation plan.
2. Sale of shares with proceeds delivered to the issuer for payment of the exercise price of options under the issuer's incentive compensation plan and the related tax withholding.
3. Weighted average price, as these shares were sold in multiple transactions at prices ranging from $83.50 to $83.80, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. Option became exercisable in one-third increments beginning on the first anniversary of the September 10, 2015 grant date.

/s/ Kristine Hutchinson, Attorney-in-Fact   11/12/2020

** Signature of Reporting Person   Date