SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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Estimated average burden	
hours per response:	0.5

			or Section So(n) of the investment company Act of 1340							
1. Name and Address of Reporting Person [*] WHEELER ROBERT C			2. Issuer Name and Ticker or Trading Symbol <u>COLGATE PALMOLIVE CO</u> [CL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
			_	x	Officer (give title below)	Other (specify below)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,	, ,				
C/O COLGATE-PALMOLIVE COMPANY		COMPANY	09/08/2005		CEO, Hill's Pet	Nutrition				
300 PARK AVENUE										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filin	g (Check Applicable				
(Street)				X	Form filed by One Rep	porting Person				
NEW YORK	NY	10022			Form filed by More that Person	an One Reporting				
(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	09/08/2005		A ⁽¹⁾		2,250	A	\$ <mark>0</mark>	211,597	D	
Common Stock								566	I	By Issuer's 401(k) Plan Trustee
Common Stock								124	Ι	by Hill's Trustee

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

			(0)			-									
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. Transa Code (8)		of		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)	\$53.455	09/08/2005		A ⁽²⁾		40,500		09/08/2006 ⁽³⁾	09/08/2011	Common Stock	40,500	\$0	40,500	D	

Explanation of Responses:

1. Annual restricted stock award granted under the issuer's Executive Incentive Compensation Plan.

2. Annual Stock Option granted under the issuer's 2005 Employee Stock Option Plan.

3. Option becomes exercisable in one-third increments on each anniversary date, with the first third becoming exercisable on the date shown in this column.

Remarks:

Nina D. Gillman by power of

attorney

09/12/2005

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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