SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-02									
Estimated average burden									
hours per response	: 0.5								

Form filed by One Reporting Person

Form filed by More than One Reporting

X

Person

obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940			hours per resp	0	0.5
1. Name and Address of Reporting Person [*] Wallace Noel R.	2. Issuer Name and Ticker or Trading Symbol <u>COLGATE PALMOLIVE CO</u> [CL]	(Check X	ationship of R < all applicabl Director Officer (giv	,	on(s) to Issue 10% Owner Other (spec	er
(Last)(First)(MiddlC/O COLGATE-PALMOLIVE COMPA300 PARK AVENUE	02/16/2023	X	below)	an, President	below)	Jily
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	/idual or Join	t/Group Filing	(Check Appli	cable

NEW YORK	NY	10022
(City)	(State)	(Zip)

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

Table 1 - 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	02/16/2023		A ⁽¹⁾		45,461	A	\$0.0000	267,765	D			
Common Stock	02/16/2023		F ⁽²⁾		21,146	D	\$72.77	246,619	D			
Common Stock								50,339	I	By Issuer's 401(k) Plan Trustee		
Common Stock								52,000	I	By Spouse Trust		
Common Stock								335	I	By Trust		

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

	(c.g., puts, cans, warants, 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. 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				

Explanation of Responses:

1. Represents vesting of a previously-granted performance-based restricted stock unit ("PBRSU") that was earned under the issuer's incentive compensation plan based on the achievement of performance goals for a completed performance period. The earned PBRSUs are settled solely in shares of Common Stock.

2. Withholding of shares for payment of tax liability incident to the vesting of PBRSUs under the issuer's incentive compensation plan.

/s/ Kristine Hutchinson, Attorney-in-Fact

02/21/2023

Date

** Signature of Reporting Person

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.