FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1997.

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[ ]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 X No

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

Class	Shares Outstanding	Date
Common, $1.00 par value	295,806,450	October 31, 1997

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, 1997	Three Months Ended September 30, 1996	Nine Months Ended September 30, 1997	Nine Months Ended September 30, 1996
Net sales	$2,297.2	$2,230.6	$6,745.2	$6,451.6
Cost of sales	1,130.5	1,135.8	3,329.8	3,292.5
Gross profit	1,166.7	1,094.8	3,415.4	3,159.1
Selling, general and administrative expenses	832.6	799.1	2,461.3	2,313.4
Interest expense	59.9	59.8	176.2	174.5
Interest income	(13.3)	(9.4)	(36.9)	(23.9)
	879.2	849.5	2,600.6	2,464.0
Income before income taxes	287.5	245.3	814.8	695.1
Income tax provision	98.9	84.4	280.8	241.8
Net income	$ 188.6	$ 160.9	$ 534.0	$ 453.3
Earnings per common share:				
Primary	$ .62	$ .53	$ 1.76	$ 1.49
Assuming full dilution	$ .58	$ .50	$ 1.63	$ 1.40
Dividends declared per common share:	$ .28	$ .24	$ .79	$ .71

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in Millions)
(Unaudited)

ASSETS

	September 30, 1997	December 31, 1996
Current Assets:		
Cash and cash equivalents.............	$ 227.4	$ 248.2
Marketable securities.................	33.6	59.6
Receivables (less allowance for doubtful accounts of $38.9 and $33.8).......	1,075.2	1,064.4
Inventories...........................	807.0	770.7
Other current assets..................	232.4	229.4
	2,375.6	2,372.3
Property, Plant and Equipment:		
Cost..................................	3,799.6	3,830.8
Less: Accumulated depreciation.......	1,375.8	1,401.9
	2,423.8	2,428.9
Goodwill and other intangible assets (less accumulated amortization of $453.4 and $387.0).................	2,620.4	2,720.4
Other assets..........................	361.3	379.9
	$7,781.1	$7,901.5

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in Millions)
(Unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	September 30, 1997	December 31, 1996
Current Liabilities:		
Notes and loans payable	$ 285.7	$ 172.3
Current portion of long-term debt	115.3	110.4
Accounts payable	717.9	751.7
Accrued income taxes	153.6	93.1
Other accruals	795.0	776.8
	2,067.5	1,904.3
Long-term debt	2,466.7	2,786.8
Deferred income taxes	233.3	234.3
Other liabilities	857.6	942.0
Shareholders' Equity:		
Preferred Stock	386.5	392.7
Common Stock	366.4	366.4
Additional paid-in capital	963.0	918.4
Retained earnings	3,022.8	2,731.0
Cumulative foreign currency translation adjustments	(618.2)	(534.7)
	4,120.5	3,873.8
Unearned compensation	(366.1)	(370.9)
Treasury stock, at cost	(1,598.4)	(1,468.8)
	2,156.0	2,034.1
	$7,781.1	$7,901.5

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,	
	1997	1996
Operating Activities:		
Net cash provided by operating activities	$ 760.7	$ 580.7
Investing Activities:		
Capital expenditures	(320.3)	(320.1)
Payments for acquisitions, net of cash acquired	(31.0)	(42.9)
Proceeds from sale of businesses and other assets	61.1	34.6
Sale/(Purchase)of marketable securities, net	26.0	(46.9)
Other, net	3.9	(7.0)
Net cash used for investing activities	(260.3)	(382.3)
Financing Activities:		
Principal payments on debt	(300.7)	(7.4)
Proceeds from issuance of debt, net	117.3	38.6
Purchase of common stock	(108.3)	(17.2)
Dividends paid	(242.3)	(217.3)
Other, net	16.0	22.4
Net cash used for financing activities	(518.0)	(180.9)
Effect of exchange rate changes on cash and cash equivalents	(3.2)	(3.6)
Net (decrease)/increase in cash and cash equivalents	(20.8)	13.9
Cash and cash equivalents at beginning of period	248.2	208.8
Cash and cash equivalents at end of period	$227.4	$222.7

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

1. The condensed consolidated financial statements reflect all normal recurring adjustments which, in management's opinion, are necessary for a fair presentation of the results for interim periods. Results of operations for the interim periods may not be representative of results to be expected for a full year.

2. Provision for certain expenses, including income taxes, media advertising, consumer promotion and new product introductory costs, are based on full year assumptions. Such expenses are charged to operations in the year incurred and are included in the accompanying condensed consolidated financial statements in proportion with the passage of time or with estimated annual tax rates or annual sales.

3. Inventories by major classes were as follows:

	September 30, 1997	December 31, 1996
Raw material and supplies....	$ 297.2	$ 311.5
Work-in-process.............	31.0	34.3
Finished goods...............	478.8	424.9
	$ 807.0	$ 770.7

4. On March 6, 1997, the Company's Board of Directors approved a two-for-one common stock split effected in the form of a 100% stock dividend. As a result of the split, shareholders received one additional share of common stock for each share they held as of April 25, 1997, which was distributed May 15, 1997. Par value remained at $1 per share. Accordingly, all share and per share amounts contained in the Condensed Consolidated Financial Statements and Exhibits have been restated to give effect to the stock split.

5. Primary earnings per share are determined by dividing net income, after deducting dividends on preferred stock, net of related tax benefits, by the weighted average number of common shares outstanding. Fully diluted earnings per common share are calculated assuming the conversion of all potentially dilutive securities, including convertible preferred stock and outstanding options. This calculation also assumes reduction of available income by pro forma Employee Stock Ownership Plan replacement funding, net of income taxes.

   In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings per Share", ("SFAS No. 128") which simplified the computation of earnings per share. Under SFAS No. 128, basic and diluted earnings per share will replace primary and fully diluted earnings per share, respectively. The Company will adopt the provisions of SFAS No. 128 effective December 31, 1997, and restate all prior periods. The effect of adoption will not have any affect on the Company's financial condition, results of operations or cash flows. Earnings per share (basic and diluted) as determined by SFAS No. 128 would not be materially different than earnings per share (primary and assuming full dilution) as included herein for all periods presented.

6. The Company acquired the worldwide Kolynos oral care business in January 1995. As described in the Company's Form 8-K filed on March 21, 1997, and set forth under the caption "Outlook" in Part II, Item 7 and in Note 16 to the Company's consolidated financial statements included in its 1996 Annual Report on Form 10-K, the acquisition was approved by antitrust regulatory authorities in Brazil subject to certain conditions. Among other things, those conditions involved undertakings resulting in the substitution by the Company of a new toothpaste brand for Kolynos in Brazil for four years and the Company contract manufacturing toothpaste in Brazil for third parties during this period. Toothbrushes, mouthwash and dental floss sold under the Kolynos brand name in Brazil will continue during this four year period.

7. Reference is made to the Company's 1996 Annual Report on Form 10-K filed with the Securities and Exchange Commission for a complete set of financial notes including the Company's accounting policies relating to financial derivatives.

COLGATE-PALMOLIVE COMPANY

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

(Dollars in Millions Except Per Share Amounts)

Results of Operations

Worldwide sales reached $2,297.2 in the third quarter of 1997, a 3% increase over the 1996 third quarter, reflecting overall unit volume gains of 7% partially offset by the decline in foreign currencies.

Sales in the Oral, Personal and Household Care segment were $2,064.4 up 3% from 1996 on volume growth of 7%. Volume increases across all geographic regions contributed to the growth.

Colgate-Asia/Africa sales from continuing businesses were $433.3, which were level with the third quarter of 1996. Volume growth of 6% was offset by the sharp decline in Southeast Asian currencies. Contributing to this region's volume growth were India, China, Hong Kong, Taiwan and New Zealand.

Colgate-Europe sales were $522.7, which declined 7% over the prior year's period as a result of weakening currencies. Excluding the effect of foreign exchange, sales grew 7% on 6% volume growth. Germany, Belgium, Poland and the Nordic group achieved strong volume gains.

Colgate-Latin America sales grew 15% to $597.9 on volume gains of 12%. This growth was led by volume increases in Mexico, Brazil, Colombia, Ecuador and the Dominican Republic.

Colgate-North America sales grew 5% to $510.7 on volume gains of 5%. New products including Colgate Whitening with Baking Soda & Peroxide toothpaste, the premium Colgate Wave toothbrush, Palmolive Pots & Pans dishwashing liquid and Softsoap body wash, contributed to increased sales.

Hill's Pet Nutrition sales increased 5% to $232.8 on 4% volume growth from 1996. Hill's-International experienced the fastest growth, led by Japan, as a result of new product introductions and television advertising.

Worldwide sales for the first nine months of 1997 increased 5% to $6,745.2 from $6,451.6 in the same period of 1996, on 7% volume growth.

Oral, Personal and Household Care sales increased 4% to $6,047.0 in the first nine months of 1997, on volume gains of 7%. Within this segment, Colgate-Asia/Africa sales from continuing businesses increased 2% on volume growth of 5%. Colgate-Europe sales declined 5% primarily due to currency losses offsetting 5% volume gains. Colgate-Latin America sales grew 14% on volume gains of 11%. Colgate-North America sales and volume grew 6%.

Hill's Pet Nutrition sales for the first nine months of 1997 increased 14% as compared to 1996 on 11% volume growth.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

(Dollars in Millions Except Per Share Amounts)

Worldwide gross profit margin for the 1997 third quarter increased to 50.8% from 49.1% reflecting increased productivity from a streamlined manufacturing process, regional sourcing and a profitable product mix. Gross profit margin for the first nine months increased to 50.6% from 49.0%.

Selling, general and administrative expenses as a percentage of sales increased to 36.2% in 1997 from 35.8% in 1996 in the third quarter and increased to 36.5% from 35.9 % in the first nine months due to increased advertising.

Earnings before interest and taxes (EBIT) for the 1997 third quarter and the nine month period increased 13.0% and 12.8% to $334.1 and $954.1, respectively, compared to $295.7 and $845.7 for the same periods in the prior year.

Interest expense, net of interest income, decreased to $46.6 in the 1997 third quarter from $50.4 in 1996 due to lower debt levels. Interest expense, net decreased to $139.3 in the first nine months of 1997 from $150.6 in 1996.

The effective tax rate for the 1997 third quarter and the nine month period was 34.4% and 34.5%, respectively, as compared to 34.4% and 34.8%, respectively, for the same periods in the previous year.

Net income for the 1997 third quarter of $188.6 was 17% higher than comparable 1996 net income of $160.9. Earnings per share for the 1997 third quarter also increased 17% to $.62 from $.53 in 1996. For the nine months net income and earnings per share increased 18% to $534.0 and $1.76, respectively.

Liquidity and Capital Resources

Net cash provided by operations increased 31% to $760.7 in the first nine months of 1997 compared with $580.7 in the first nine months of 1996 due to both improved profitability and lower working capital. Working capital at September 30, 1997 was $308.1 as compared to $468.0 at December 31, 1996. At September 30, 1997, commercial paper outstanding was $263.5, which is classified as long-term debt due to the Company's intent and ability to refinance these obligations on a long-term basis.

Reference should be made to the 1996 Annual Report on Form 10-K for additional information regarding liquidity and capital resources.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Reference is made to the caption "Outlook" in Part II, Item 7, Note 16 to the consolidated financial statements on pages 10 and 37 of the registrant's Annual report on Form 10-K for the year ended December 31, 1996, the registrant's Current Report on Form 8-K filed March 20, 1997 and to Note 6 to the condensed consolidated financial statements included herein.

As reported in the 8-K, the Company has agreed with the Brazilian antitrust authorities (CADE) on undertakings for the operation of the Kolynos business in Brazil and is currently implementing those undertakings. Under Brazilian law, the CADE retains jurisdiction for the purpose of monitoring the Company's compliance with the undertakings.

Item 6. Exhibits and Reports on Form 8-K

(a)Exhibits:

Exhibit 11. Computation of Earnings per Common Share.

Exhibit 12. Ratio of Earnings to Fixed Charges.

Exhibit 27. Financial Data Schedule.

(b)Reports on Form 8-K:

None

SIGNATURE

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)

October 13, 1997 /s/ Stephen C. Patrick

Stephen C. Patrick
Chief Financial Officer

COLGATE-PALMOLIVE COMPANY

COMPUTATION OF EARNINGS PER COMMON SHARE

Dollars in Millions Except Per Share Amounts
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	1997	1996	1997	1996
PRIMARY				
Earnings:				
Net income...............................	$188.6	$160.9	$534.0	$453.3
Deduct: Dividends on preferred shares, net of income taxes............................	5.2	5.3	15.7	16.1
Net income applicable to common shares...	$183.4	$155.6	$518.3	$437.2
Shares (in millions):				
Weighted average common shares outstanding..	295.9	293.6	295.3	292.8
Earnings per common share, primary.........	$.62	$.53	$1.76	$1.49

COLGATE-PALMOLIVE COMPANY

COMPUTATION OF EARNINGS PER COMMON SHARE

Dollars in Millions Except Per Share Amounts
(Unaudited)

	Three Months Ended September 30, 1997	Three Months Ended September 30, 1996	Nine Months Ended September 30, 1997	Nine Months Ended September 30, 1996
ASSUMING FULL DILUTION				
Earnings:				
Net income.................................	$188.6	$160.9	$534.0	$453.3
Deduct:				
Dividends on preferred shares.............	.1	.1	.4	.4
Replacement funding resulting from assumed conversion of Series B Convertible Preference Stock, net of tax...	.5	1.2	1.5	3.7
Net income applicable to common shares.....	$188.0	$159.6	$532.1	$449.2
Shares (in millions):				
Weighted average number of common shares outstanding.............................	295.9	293.6	295.3	292.8
Assumed conversion of options reduced by the number of shares which could have been purchased with the proceeds from the exercise of such options.........................	7.5	5.2	7.9	5.4
Assumed conversion of Series B Convertible Preference Stock..........................	23.0	23.4	23.0	23.4
Weighted average number of common shares outstanding, as adjusted................	326.4	322.2	326.2	321.6
Earnings per common share, assuming full dilution................................	$.58	$.50	$1.63	$1.40

Exhibit 12

COLGATE-PALMOLIVE COMPANY

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

Dollars in Millions (Unaudited)

	Nine Months Ended September 30, 1997
Income before income taxes	$814.8
Add:	
Interest on indebtedness and amortization of debt expense and discount or premium	174.2
Portion of rents representative of interest factor	23.3
Interest on ESOP debt, net of dividends	1.7
Less:	
Income of less than fifty-percent-owned subsidiaries	(6.1)
Income as adjusted	$1,007.9
Fixed Charges:	
Interest on indebtedness and amortization of debt expense and discount or premium	$174.2
Portion of rents representative of interest factor	23.3
Interest on ESOP debt, net of dividends	1.7
Capitalized interest	7.2
Total fixed charges	$206.4
Ratio of earnings to fixed charges	4.9

In June 1989, the Company's leveraged employee stock ownership plan (ESOP) issued $410.0 of long-term notes due through 2009 bearing an average interest rate of 8.6%. These notes are guaranteed by the Company. Interest expense on the ESOP's notes was $24.8 for the nine months ended September 30, 1997. This interest is funded through preferred and common stock dividends as well as Company contributions. The fixed charges presented above include interest on ESOP indebtedness to the extent it is not funded through preferred and common stock dividends.

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This schedule contains summary financial information extracted from the
quarterly report on form 10-Q for the nine months ended September 30, 1997 and
is qualified in its entirety by reference to such financial statements.

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9-MOS
DEC-31-1997
JAN-01-1997
SEP-30-1997
227,400
33,600
1,114,100
38,900
807,000
2,375,600
3,799,600
1,375,800
7,781,100
2,067,500
2,466,700
0
386,500
366,400
1,403,100
7,781,100
6,745,200
6,745,200
3,329,800
2,461,300
0
0
139,300
814,800
280,800
534,000
0
0
0
534,000
1.76
1.63