П

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

OMB APP	ROVAL
OMB Number:	3235-0287
Estimated average	burden

Estimated average burden	
hours per response:	0.5

1. Name and Addre	ess of Reporting Person <u> FEPHEN I</u>	on*	2. Issuer Name and Ticker or Trading Symbol <u>COLGATE PALMOLIVE CO</u> [CL]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
	(First) C-PALMOLIVE C	(Middle) OMPANY	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2014		Officer (give title below)	Other (specify below)	
300 PARK AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable	
(Street) NEW YORK	NY	10022		X	Form filed by One Repo Form filed by More than Person	5	
(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. Deer Execution if any (Month/I			iction Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Code V Amou		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	08/06/2014		G	v	4,645	D	\$0.0000	12,497	D	
Common Stock	08/13/2014		M ⁽¹⁾		3,865	A	\$34.17	20,497 ⁽²⁾	D	
Common Stock	08/05/2014		G ⁽³⁾	v	6,499	D	\$0.0000	0.0000	I	By GRAT

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

	(619), parto, cano, mananto, opinono, contentino occanito)														
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 E		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)	\$34.17	08/13/2014		M ⁽¹⁾			3,865	07/12/2010	07/12/2017	Common Stock	3,865	\$0.0000	803	D	

Explanation of Responses:

1. Exercise of stock options awarded under the issuer's Non-Employee Director Stock Option Plan.

2. This amount includes an annuity payment of 4,135 shares on August 13, 2014 by the GRAT that were previously reported as indirectly beneficially owned.

3. On August 5, 2014, the Reporting Person's GRAT matured, triggering the obligation of the GRAT to transfer the remainder of shares in the GRAT to a family trust, of which the Reporting Person is not the trustee. The final annuity payment from the GRAT to the Reporting Person of 4,135 shares are included in the Reporting Person's direct ownership.

<u>/s/ Kristine Hutchinson,</u>
Attorney-in-Fact
** Signature of Reporting Person

08/15/2014

Date

ure of Reporting Person Sign

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.