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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	d Address of Reporting	Person [*]	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)					
MARK REUBEN			<u> </u>	X Director 10% Owner					
				Officer (give title Other (specify					
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/19/2008	below) below)					
C/O COLGATE-PALMOLIVE COMPANY			02/19/2008						
300 PARE	K AVENUE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
NEW YO	RK NY	10022	_	Form filed by More than One Reporting Person					
(City)	(State)	(7in)							

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)	Transaction Dispos Code (Instr. 5)		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 of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	02/19/2008		J ⁽¹⁾		300,000	D	(1)	0	I	By LLC
Common Stock								385,518	Ι	By LLC ⁽²⁾
Common Stock								6,551,488	D	

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. Transa Code (8)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	e	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)	\$74.92	02/19/2008		A ⁽³⁾		4,000		02/19/2009 ⁽⁴⁾	02/19/2018	Common Stock	4,000	\$0	4,000	D	

Explanation of Responses:

1. Mr. Mark disposed of his interest in an LLC that holds 300,000 shares of issuer stock and other property in conjunction with estate planning. The disposition was made to a trust established by Mr. Mark for the primary benefit of his adult children and their descendants. In return, the trust delivered to Mr. Mark a promissory note in the aggregate principal amount of \$23,495,949 that is secured by the interest in the LLC transferred by Mr. Mark to the trust. Mr. Mark has no pecuniary interest in the issuer shares held by the LLC, but continues to be one of the three members of the Board of Managers of the LLC. The per share market value of the stock on the date of the transaction was \$75.365.

2. These shares are held by a family limited liability company owned by Mr. Mark's spouse and several trusts for the benefit of his children and grandchildren. Mr. Mark disclaims beneficial ownership in the shares held by this LLC to the extent he has no pecuniary interest therein.

3. Annual Stock Option granted under the 2005 Colgate-Palmolive Company Non-Employee Director Stock Option Plan.

4. 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:

<u>Nina D. Gillman by power of</u>

attorney

02/21/2008

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.