

Colgate-Palmolive Company

Medium-term Notes - Fixed Rate

Series B

Principal Amount: \$25,000,000      Trade Date: April 2, 1996  
Issue Price: 100%      Original Issue Date: April 15, 1996  
Interest Rate: The Notes will pay      Net Proceeds to Issuer: \$24,968,750  
interest at the rate      Agent's Discount or Commission: \$31,250  
of 7.0% per annum for  
the period from the  
Original Issue Date up  
to but excluding the  
Interest Payment Date  
scheduled to occur on  
April 15, 1997; thereafter,  
the interest rate  
on the Notes will reset  
annually on each  
April 15 in accordance  
with the schedule set  
forth under "Other  
Provisions--Interest" below.

Stated Maturity Date: April 15, 2011

Interest Payment Dates: Semiannually

Day Count Convention:

- 30/360 for the period from April 15, 1996 to April 15, 2011  
 Actual / 360 for the period from \_\_\_\_\_ to \_\_\_\_\_  
 Actual / Actual for the period from \_\_\_\_\_ to \_\_\_\_\_

Redemption:

- The Notes cannot be redeemed prior to the Stated Maturity Date, except as set forth in the Prospectus.  
 The Notes may be redeemed prior to the Stated Maturity Date. Initial Redemption Date: April 15, 1997 (See "Other Provisions--Optional Redemption" below).

Initial Redemption Percentage: 100%

Annual Redemption Percentage Reduction: N/A % until  
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Redemption Percentage is 100% of the Principal amount.

Optional Repayment:

- The Notes cannot be repaid prior to the Stated Maturity Date, except as set forth in the Prospectus.  
 The Notes can be repaid prior to the Stated Maturity Date at Optional Repayment Date(s):

Repayment Price: \_\_\_\_\_ %  
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Currency:

Specified Currency: US Dollars  
(If other than US Dollars, see attached.)  
Minimum Denomination: \$1,000

(Applicable only if Specified Currency is other than US Dollars.)

Original Issue Discount: [ ] [ X ] No

Total amount of OID:

Yield to Maturity:

Initial Accrual Period:

Form: [ X ] Book-entry [ ] Certified

Agent action in the capacity indicated below:

[ ] Agent Principal [ X ]

If as Principal:

[ ] The Notes are being offered at varying prices related to prevailing market prices at the time of resale.

[ X ] The Notes are being offered at a fixed initial public offering price of 100% of principal amount.

If as Agent:

The Notes are being offered at a fixed initial public offering price of 100% of principal amount.

[ X ] Other provisions: (see attached)

Citicorp Securities, Inc.  
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X Goldman, Sachs & Co.  
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Lazard Freres & Co., LLC  
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Merrill Lynch & Co.  
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J.P. Morgan & Co.  
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Other Provisions:

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Interest:

Interest on the Notes will accrue from April 15, 1996 and will be payable in U.S. dollars semi-annually on April 15 and October 15 of each year, commencing October 15, 1996 up to and including the Stated Maturity Date (with respect to the final interest accrual period, interest on the Notes will accrue from and including the preceding Interest Payment Date on October 15, 2010 to but excluding the Stated Maturity Date) or date of earlier redemption (each, an "Interest Payment Date"). Interest will accrue from and including each Interest Payment Date to but excluding the next succeeding Interest Payment Date. In the event an Interest Payment Date falls on a day other than a Business Day, interest will be paid on the next succeeding Business Day and no interest on such payment shall accrue for the period from and after such Interest Payment Date to such next succeeding Business Day. The interest rate on the Notes will be equal to 7.00% per annum from and including the Original Issue Date up to but excluding April 15, 1997. Thereafter, the interest rate will be subject to adjustment annually on each April 15 in accordance with the following schedule:

Interest Period -----	Interest Rate -----
April 15, 1997 to April 14, 1998	7.050% per annum
April 15, 1998 to April 14, 1999	7.100% per annum
April 15, 1999 to April 14, 2000	7.150% per annum
April 15, 2000 to April 14, 2001	7.200% per annum
April 15, 2001 to April 14, 2002	7.250% per annum
April 15, 2002 to April 14, 2003	7.300% per annum
April 15, 2003 to April 14, 2004	7.350% per annum
April 15, 2004 to April 14, 2005	7.400% per annum
April 15, 2005 to April 14, 2006	7.450% per annum
April 15, 2006 to April 14, 2007	7.500% per annum
April 15, 2007 to April 14, 2008	7.750% per annum
April 15, 2008 to April 14, 2009	8.000% per annum
April 15, 2009 to April 14, 2010	8.500% per annum
April 15, 2010 to April 14, 2011	9.000% per annum

Optional Redemption:

The Company may at its option elect to redeem the Notes in whole on April 15, 1997 or on any Interest Payment Date thereafter (each such date, an "Optional Redemption Date") at 100% of their principal amount plus accrued interest to but excluding the date of redemption (the "Redemption Date"). In the event the Company elects to redeem the Notes, notice will be given to registered holders not more than 60 nor less than 30 days prior to the Redemption Date.

Certain Investment Considerations:

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Prospective purchasers of the Notes should be aware that the Notes will pay interest at different fixed rates each year through the Stated Maturity Date unless earlier redeemed by the Company. Prospective purchasers should also be aware that the Company has the option to redeem the Notes on any Optional Redemption Date and will be likely to elect to redeem the Notes in the event prevailing market interest rates are lower than the then-current interest rate on the Notes.

Certain Federal Income Tax Considerations

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As discussed in greater detail in the accompanying Prospectus Supplement, because the Notes are redeemable by the Company on the Optional Redemption Dates, under the OID Regulations, the Notes would be treated as maturing on April 15, 1997 and on each successive Optional Redemption Date, and all stated interest on the Notes would constitute "qualified stated interest."

