

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MARTIN RONALD T</u> (Last) (First) (Middle) <u>C/O COLGATE-PALMOLIVE COMPANY</u> <u>300 PARK AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COLGATE PALMOLIVE CO [CL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Global Soc. Responsibility</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	02/05/2013		M ⁽¹⁾		3,500	A	\$73.23	11,351	D	
Common Stock	02/05/2013		S ⁽²⁾		3,500	D	\$109.7566 ⁽³⁾	7,851	D	
Common Stock	02/05/2013		M ⁽¹⁾		3,500	A	\$76.58	11,351	D	
Common Stock	02/05/2013		S ⁽²⁾		3,500	D	\$109.7785 ⁽³⁾	7,851	D	
Common Stock	02/05/2013		M ⁽¹⁾		3,500	A	\$90.46	11,351	D	
Common Stock	02/05/2013		S ⁽²⁾		3,500	D	\$109.7651 ⁽³⁾	7,851	D	
Common Stock								6,330	I	By Issuer's 401(k) Plan Trustee

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Stock Option (Right to Buy)	\$73.23	02/05/2013		M ⁽¹⁾			3,500	09/10/2012	09/10/2015	Common Stock	3,500	\$0	0	D	
Stock Option (Right to Buy)	\$76.58	02/05/2013		M ⁽¹⁾			3,500	09/16/2013 ⁽⁴⁾	09/16/2016	Common Stock	3,500	\$0	3,500	D	
Stock Option (Right to Buy)	\$90.46	02/05/2013		M ⁽¹⁾			3,500	09/08/2014 ⁽⁵⁾	09/08/2017	Common Stock	3,500	\$0	7,000	D	

Explanation of Responses:

- Exercise of stock options awarded under the issuer's employee stock option plan.
- Sale of shares with a portion of the proceeds delivered to the issuer for payment of the exercise price of options under the issuer's employee stock option plan and the related tax withholding.
- Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$ 109.75 to \$ 109.80, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Option becomes exercisable in one-third increments on each anniversary of September 16, 2010. The option will be fully exercisable on the date shown in this column.
- Option becomes exercisable in one-third increments on each anniversary of September 8, 2011. The option will be fully exercisable on the date shown in this column.

Remarks:

/s/ Joyce McCarthy, Attorney- 02/07/2013

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.