

COLGATE PALMOLIVE CO  
Form 4  
February 05, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEWIS DELANO E

(Last) (First) (Middle)

C/O COLGATE-PALMOLIVE COMPANY, 300 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COLGATE PALMOLIVE CO [CL]

3. Date of Earliest Transaction (Month/Day/Year)  
02/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount | Price      |   |  |                                   |
| Common Stock                    | 05/20/2014                           |  | G <sup>(1)</sup>               | V   | 750    | D \$ 0     | 23,071  | D  |                                   |
| Common Stock                    | 12/09/2014                           |  | G <sup>(1)</sup>               | V   | 75     | D \$ 0     | 22,996  | D  |                                   |
| Common Stock                    | 12/11/2014                           |  | G <sup>(1)</sup>               | V   | 75     | D \$ 0     | 22,921  | D  |                                   |
| Common Stock                    | 12/12/2014                           |  | G <sup>(1)</sup>               | V   | 150    | D \$ 0     | 22,771  | D  |                                   |
| Common Stock                    | 02/03/2015                           |  | M <sup>(2)</sup>               |   | 2,667  | A \$ 42.49 | 25,438  | D  |                                   |

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|              |            |  |                  |       |   |                           |        |   |
|--------------|------------|--|------------------|-------|---|---------------------------|--------|---|
| Common Stock | 02/03/2015 |  | M <sup>(2)</sup> | 2,333 | A | \$ 49.5                   | 27,771 | D |
| Common Stock | 02/03/2015 |  | M <sup>(2)</sup> | 1,926 | A | \$ 60.45                  | 29,697 | D |
| Common Stock | 02/03/2015 |  | S <sup>(3)</sup> | 6,926 | D | \$ 68.73 <sup>(4)</sup>   | 22,771 | D |
| Common Stock | 02/05/2015 |  | S                | 2,300 | D | \$ 70.0187 <sup>(8)</sup> | 20,471 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 42.49   | 02/03/2015                           |  | M <sup>(2)</sup>               | 2,667   | <sup>(5)</sup> 05/09/2017                                | Common Stock  | 2,667                         |
| Stock Option (Right to Buy)                | \$ 49.5  | 02/03/2015                           |  | M <sup>(2)</sup>               | 2,333   | <sup>(6)</sup> 05/14/2018                                | Common Stock  | 2,333                         |
| Stock Option (Right to Buy)                | \$ 60.45   | 02/03/2015                           |  | M <sup>(2)</sup>               | 1,926   | <sup>(7)</sup> 05/13/2019                                | Common Stock  | 1,926                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LEWIS DELANO E<br>C/O COLGATE-PALMOLIVE COMPANY<br>300 PARK AVENUE<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Kristine Hutchinson,<br>Attorney-in-Fact | 02/05/2015 |
| **Signature of Reporting Person              | Date       |

## Explanation of Responses:

- \* 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).
- (1) Represents a bona fide gift.
- (2) Exercise of stock options awarded under the issuer's Non-Employee Director Stock Option Plan.
- (3) 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 Non-Employee Director Stock Option Plan.  
  
Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$68.73 to \$68.7425, 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.
- (4) Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Option became exercisable in one-third increments beginning on the first anniversary of the May 9, 2011 grant date.
- (6) Option became exercisable in one-third increments beginning on the first anniversary of the May 14, 2012 grant date.
- (7) Option became exercisable in one-third increments beginning on the first anniversary of the May 13, 2013 grant date.  
  
Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$70.0025 to \$70.0398, 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.
- (8) Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.