

COLGATE PALMOLIVE CO

Form 4

August 10, 2015

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deoras Mukul

(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)

08/06/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/06/2015		M ⁽¹⁾	20,400 A	\$ 38.29 66,845	D	
Common Stock	08/06/2015		M ⁽¹⁾	24,000 A	\$ 45.23 90,845	D	
Common Stock	08/06/2015		M ⁽¹⁾	22,666 A	\$ 52.27 113,511	D	
Common Stock	08/06/2015		M ⁽¹⁾	11,886 A	\$ 59.28 125,397	D	
Common Stock	08/06/2015		S ⁽²⁾	82,202 D	\$ 69.0534 43,195	D	

(3)

Common Stock	6,358	I	By Issuer's 401(k) Plan Trustee
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 38.29	08/06/2015		M ⁽¹⁾	20,400	⁽⁴⁾	09/16/2016	Common Stock		20,400
Stock Option (Right to Buy)	\$ 45.23	08/06/2015		M ⁽¹⁾	24,000	⁽⁴⁾	09/08/2017	Common Stock		24,000
Stock Option (Right to Buy)	\$ 52.27	08/06/2015		M ⁽¹⁾	22,666	⁽⁴⁾	09/13/2018	Common Stock		22,666
Stock Option (Right to Buy)	\$ 59.28	08/06/2015		M ⁽¹⁾	11,886	⁽⁴⁾	09/12/2019	Common Stock		11,886

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Deoras Mukul
C/O COLGATE-PALMOLIVE COMPANY
300 PARK AVENUE
NEW YORK, NY 10022

Chief
Marketing
Officer

Signatures

/s/ Kristine Hutchinson,
Attorney-in-Fact

08/10/2015

__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) Exercise of stock options awarded under the issuer's employee stock option plan.
 - (2) 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 \$68.81 to \$69.29, 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.
 - (3) Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (4) Option becomes exercisable in one-third increments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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