

COLGATE PALMOLIVE CO
Form 4
February 05, 2015

FORM 4

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

OMB APPROVAL

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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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	05/20/2014		G ⁽¹⁾	V	750	D \$ 0	23,071	D	
Common Stock	12/09/2014		G ⁽¹⁾	V	75	D \$ 0	22,996	D	
Common Stock	12/11/2014		G ⁽¹⁾	V	75	D \$ 0	22,921	D	
Common Stock	12/12/2014		G ⁽¹⁾	V	150	D \$ 0	22,771	D	
Common Stock	02/03/2015		M ⁽²⁾		2,667	A \$ 42.49	25,438	D	

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

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

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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 ⁽²⁾	2,667	⁽⁵⁾ 05/09/2017	Common Stock	2,667
Stock Option (Right to Buy)	\$ 49.5	02/03/2015		M ⁽²⁾	2,333	⁽⁶⁾ 05/14/2018	Common Stock	2,333
Stock Option (Right to Buy)	\$ 60.45	02/03/2015		M ⁽²⁾	1,926	⁽⁷⁾ 05/13/2019	Common Stock	1,926

Reporting Owners

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

Signatures

/s/ Kristine Hutchinson, 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.

- (4) 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.

- (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.

- (8) 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.

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.