

MARTIN RONALD T
Form 4
February 07, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN RONALD T

(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)

02/05/2013

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)

VP Global Soc. Responsibility

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)
			Code	V Amount (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	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	7,851	D	
	02/05/2013		M ⁽¹⁾	3,500 A \$ 90.46	11,351	D	

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Common
Stock

Common Stock	02/05/2013		S ⁽²⁾	3,500	D	\$ 109.7651	7,851	D
						<u>(3)</u>		

Common Stock							6,330	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)	Amount or Number of Shares	
				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
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
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN RONALD T C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			VP Global Soc. Responsibility	

Signatures

/s/ Joyce McCarthy,
Attorney-in-Fact

02/07/2013

**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 \$ 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.
- (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 on each anniversary of September 16, 2010. The option will be fully exercisable on the date shown in this column.
- (5) 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.

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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