

COLGATE PALMOLIVE CO  
Form 4  
August 17, 2015

**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 \*  
COOK IAN M

(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)

08/13/2015

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)

Chairman, President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 08/05/2015                           |  | G <sup>(1)</sup>               | V 5,008 D \$ 0  | 1,180,879 <sup>(2)</sup>  | D  |  |
| Common Stock                    | 08/05/2015                           |  | G <sup>(1)</sup>               | V 5,008 D \$ 0  | 1,175,871   | D  |  |
| Common Stock                    | 08/13/2015                           |  | M <sup>(3)</sup>               | 710,000 A \$ 36.61  | 1,885,871   | D  |  |
| Common Stock                    | 08/13/2015                           |  | F <sup>(4)</sup>               | 552,203 D \$ 67.66  | 1,333,668   | D  |  |
| Common Stock                    |                                      |  |                                |   | 73,476  | I  | By 2014 GRAT                               |

|                 |         |   |   |
|-----------------|---------|---|---|
| Common<br>Stock | 106,527 | I | By<br>Issuer's<br>401(k)<br>Plan<br>Trustee |
|-----------------|---------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount of<br>Number of<br>Shares |                                  |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|----------------------------------|
|   |  |   |   |                                      |   | Date<br>Exercisable  | Expiration<br>Date  | Title                            | Amount of<br>Number of<br>Shares |
|   |  |   |   |                                      |   | Code   | V   | (A)                              | (D)                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 36.61   | 08/13/2015                              |   | M <sup>(3)</sup>                     | 710,000   | <u>(5)</u>   | 09/10/2015  | Common<br>Stock                  | 710,000                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| COOK IAN M<br>C/O COLGATE-PALMOLIVE COMPANY<br>300 PARK AVENUE<br>NEW YORK, NY 10022 | X             |           | Chairman,<br>President &<br>CEO |       |

## Signatures

|  |            |
|--|------------|
| /s/ Kristine Hutchinson,<br>Attorney-in-Fact | 08/17/2015 |
| **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) Bona fide gift.

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- (2) This amount includes a payment of 66,726 shares upon maturation of the reporting person's 2013 GRAT on August 5, 2015. These shares were previously reported as indirectly beneficially owned.
- (3) Exercise of stock options awarded under the issuer's employee stock option plan.
- (4) The exercise price of the options and related tax withholding requirement were satisfied by the Company's withholding shares otherwise deliverable upon exercise of the options.
- (5) Option became exercisable in one-third increments beginning on the first anniversary of the September 10, 2009 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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