

Burton Nigel  
Form 4  
May 02, 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 \*  
Burton Nigel

(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)  
04/30/2013

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)  
Chief Marketing Officer

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                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 4,166                                                                                         | A                                                        | \$ 68.15                                              |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 18,001                                                                                        | A                                                        | \$ 73.23                                              |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 18,000                                                                                        | A                                                        | \$ 76.58                                              |
| Common Stock                    | 04/30/2013                           |                                                    | S <sup>(3)</sup>               |                                                                   | 40,167                                                                                        | D                                                        | \$ 118.6812                                           |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | <sup>(4)</sup>                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 6,862                                                 |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | By Issuer's                                           |

401(k)  
Plan  
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 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option (Right to Buy)                | \$ 68.15                                               | 04/30/2013                           |                                                    | M <sup>(1)</sup>               | 4,166                                                                                   | 09/12/2008 <sup>(2)</sup> 09/12/2013                     | Common Stock                                                  | 4,166                      |
| Stock Option (Right to Buy)                | \$ 73.23                                               | 04/30/2013                           |                                                    | M <sup>(1)</sup>               | 18,001                                                                                  | 09/10/2010 <sup>(2)</sup> 09/10/2015                     | Common Stock                                                  | 18,001                     |
| Stock Option (Right to Buy)                | \$ 76.58                                               | 04/30/2013                           |                                                    | M <sup>(1)</sup>               | 18,000                                                                                  | 09/16/2011 <sup>(2)</sup> 09/16/2016                     | Common Stock                                                  | 18,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer                 | Other |
| Burton Nigel<br>C/O COLGATE-PALMOLIVE COMPANY<br>300 PARK AVENUE<br>NEW YORK, NY 10022 |               |           | Chief Marketing Officer |       |

## Signatures

/s/ Nina Huffman,  
Attorney-in-Fact

05/02/2013

\_\_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) Option became exercisable in one-third increments beginning on the first anniversary of the grant date.
  - (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 employee stock option plan and the related tax withholding.  
  
Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$118.32 to \$119.26, 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)

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.