

COLGATE PALMOLIVE CO

Form 4

August 05, 2008

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 *
CONWAY JILL K

(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)

08/01/2008

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2008		M ⁽¹⁾		1,334	A	\$ 43.25	2,518	I	By Jill K. Conway Trust
Common Stock	08/01/2008		M ⁽¹⁾		999	A	\$ 57.75	3,517	I	By Jill K. Conway Trust
Common Stock	08/01/2008		M ⁽¹⁾		1,095	A	\$ 52.66	4,612	I	By Jill K. Conway Trust
Common Stock	08/01/2008		F ⁽²⁾		2,325	D	\$ 74.44	2,287	I	By Jill K. Conway

Common Stock	08/04/2008	S	1,103	D	\$ 74.23	1,184	I	Trust By Jill K. Conway Trust
Common Stock						32,568	D	

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 (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)	\$ 43.25	08/01/2008		M ⁽¹⁾	1,334	02/17/2002 02/17/2009	Common Stock	1,334
Stock Option (Right to Buy)	\$ 57.75	08/01/2008		M ⁽¹⁾	999	10/24/2000 02/17/2009	Common Stock	999
Stock Option (Right to Buy)	\$ 52.66	08/01/2008		M ⁽¹⁾	1,095	10/24/2001 02/17/2009	Common Stock	1,095

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CONWAY JILL K
C/O COLGATE-PALMOLIVE COMPANY
300 PARK AVENUE
NEW YORK, NY 10022

Signatures

Nina D. Gillman by power of
attorney

08/05/2008

__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 expiring stock options awarded under the issuer's Non-Employee Director stock option plan, with option shares delivered to the Jill K. Conway Trust.
- (2) The exercise price of the options was satisfied by the Company's withholding shares otherwise deliverable upon exercise of the options.

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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