

COLGATE PALMOLIVE CO
Form 4
February 06, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TOBEN EDMUND D

(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)
02/02/2007

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 Information 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. 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) | Price | | |
| Common Stock | 02/02/2007 | | M ⁽¹⁾ | 7,878 A | \$ 55.7 | 43,520 | D |
| Common Stock | 02/02/2007 | | F ⁽²⁾ | 473 D | \$ 67.74 | 43,074 | D |
| Common Stock | 02/02/2007 | | F ⁽³⁾ | 6,478 D | \$ 67.74 | 36,569 | D |
| Common Stock | 02/02/2007 | | M ⁽¹⁾ | 4,193 A | \$ 52.785 | 40,762 | D |
| Common Stock | 02/02/2007 | | F ⁽²⁾ | 312 D | \$ 67.74 | 40,450 | D |

Edgar Filing: COLGATE PALMOLIVE CO - Form 4

| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-----------------------|---|---------------------------------|
| Common Stock | 02/02/2007 | F ⁽³⁾ | 3,268 | D | \$ 67.74 | 37,182 | D | |
| Common Stock | 02/02/2007 | M ⁽¹⁾ | 7,563 | A | \$ 52.785 | 44,745 | D | |
| Common Stock | 02/02/2007 | F ⁽²⁾ | 623 | D | \$ 67.74 | 44,122 | D | |
| Common Stock | 02/02/2007 | F ⁽³⁾ | 5,893 | D | \$ 67.74 | 38,229 ⁽⁴⁾ | D | |
| Common Stock | | | | | | 1,515 | I | By Issuer's 401(K) Plan Trustee |
| Common Stock | | | | | | 2,387 | I | By Daughter ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 55.7 | 02/02/2007 | | M ⁽¹⁾ | 7,878 | 07/14/2002 09/11/2007 | Common Stock | 7,878 |
| Stock Option (Right to Buy) | \$ 52.785 | 02/02/2007 | | M ⁽¹⁾ | 4,193 | 07/13/2003 03/05/2008 | Common Stock | 4,193 |
| | \$ 52.785 | 02/02/2007 | | M ⁽¹⁾ | 7,563 | 07/13/2003 09/10/2008 | | 7,563 |

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOBEN EDMUND D C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022 | | | Chief Information Officer | |

Signatures

Nina D. Gillman by power of attorney
02/06/2007

__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) Payment of tax liability by delivering or withholding shares of stock incident to the exercise of the option under the issuer's employee stock option plan.
- (3) Payment of exercise price of stock option by delivering or withholding shares of stock incident to the exercise of the option under the issuer's employee stock option plan.
- (4) As a result of the reported transactions, the reporting person's Common Stock ownership has increased by 2587 shares.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.