

COLGATE PALMOLIVE CO
Form 4
August 05, 2008

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 *
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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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) | \$ 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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