

COLGATE PALMOLIVE CO

Form 4

August 10, 2016

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 *
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)

08/08/2016

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 Beneficial Ownership (Instr. 4)
Common Stock	08/08/2016		M ⁽¹⁾	V Amount (A) or (D) Price 710,000 A \$ 38.29	1,715,545	D	
Common Stock	08/08/2016		F ⁽²⁾	543,041 D \$ 74.43	1,172,504	D	
Common Stock					39,225	I	By 2014 GRAT
Common Stock					73,529	I	By 2015 GRAT
Common Stock					277,009	I	By 2016 GRAT ⁽³⁾

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- (2) 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.
- (3) These shares, which were previously reported as directly beneficially owned, were contributed to a grantor retained annuity trust on May 11, 2016.
- (4) Option became exercisable in one-third increments beginning on the first anniversary of the September 16, 2010 grant date.

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