

# COLGATE PALMOLIVE CO

Reported by  
**HANCOCK ELLEN M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

Address	300 PARK AVE NEW YORK, NY, 10022
Telephone	2123102000
CIK	0000021665
Symbol	CL
SIC Code	2844 - Perfumes, Cosmetics and Other Toilet Preparations
Industry	Personal Products
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HANCOCK ELLEN M</b>  (Last) (First) (Middle)  <b>C/O COLGATE-PALMOLIVE COMPANY, 300 PARK AVENUE</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>COLGATE PALMOLIVE CO [ CL ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/31/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) _____  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/31/2018		M	(1)	7000.0000	A	\$49.5000	208063.0000	D	
Common Stock	1/31/2018		S	(2)	4676.0000	D	\$74.1191 (3)	203387.0000	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$49.5000	1/31/2018		M	(1)	7000.0000	(4)	5/14/2018	Common Stock	7000.0000	\$0.0000	0.0000	D		

**Explanation of Responses:**

- (1) Exercise of stock options awarded under the issuer's Non-Employee Director Stock Option Plan.
- (2) Sale of shares with proceeds delivered to the issuer for payment of the exercise price of options under the issuer's Non-Employee Director Stock Option Plan and the related tax withholding.
- (3) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$74.02 to \$74.15, 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) Option became exercisable in one-third increments beginning on the first anniversary of the May 14, 2012 grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANCOCK ELLEN M C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022	X			

**Signatures**

/s/ Kristine Hutchinson, Attorney-in-Fact

2/2/2018

\*\* Signature of Reporting Person

Date

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

\* 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).

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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