Nelson Rosemary Form 4 February 07, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nelson Rosemary			2. Issuer	Name and	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			COLGA	TE PAL	MOLIVE CO [CL]	(Check all applicable)				
COLGATE-PALMOLIVE COMPANY, 300 PARK AVENUE			(Month/D 02/03/2	•		X_ Officer (gives below)	e title Oth below) en Counsel, Op	ner (specify		
(Street)				ndment, Da nth/Day/Year	ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	aK, NY 10022					Form filed by Person				
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security		Date 2A. Dee		3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Natur		

(City)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	m: Direct Beneficial or Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/03/2012		M <u>(1)</u>	9,000	A	\$ 68.15	27,928	D		
Common Stock	02/03/2012		S(2)	7,779	D	\$ 92	20,149	D		
Common Stock							2,221	I	By Issuer's 401(k) Plan Trustee	

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 (9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					(Instr. 3, 4, and 5)		D.	F		Amount
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares
Stock Option (Right to Buy)	\$ 68.15	02/03/2012		M(1)		9,000	09/12/2010	09/12/2013	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nelson Rosemary COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022

VP-Dep Gen Counsel, Operations

Signatures

Nina Huffman by power of attorney 02/07/2012

**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) Sale of shares (with proceeds delivered to the issuer) for payment of the exercise price of options under the issuer's employee stock option plan and the related tax withholding.

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.

Reporting Owners 2