

THOMPSON DELIA H
Form 4
August 19, 2009

FORM 4

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

OMB APPROVAL

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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, 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 *
THOMPSON DELIA H

(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)

08/17/2009

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)

VP, Investor Relations

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	08/17/2009		S		112	D	\$ 71.1905	0	I	By Spouse
Common Stock	08/17/2009		M ⁽¹⁾		3,834	A	\$ 55.6563	42,109	D	
Common Stock	08/17/2009		M ⁽¹⁾		30,000	A	\$ 55.6563	72,109	D	
Common Stock	08/17/2009		M ⁽¹⁾		3,687	A	\$ 59.325	75,796	D	
Common Stock	08/17/2009		M ⁽¹⁾		3,699	A	\$ 58.83	79,495	D	

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Common Stock	08/17/2009		<u>M</u> ⁽¹⁾	15,300	A	\$ 56.565	94,795	D	
Common Stock	08/17/2009		<u>F</u> ⁽²⁾	48,307	D	\$ 71.34	45,488	D	
Common Stock	08/18/2009		<u>S</u> ⁽³⁾	1,188	D	\$ 70.8796	45,300	D	
Common Stock							2,023	I	By Issuer's 401(k) Plan Trustee

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 Acquired (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 55.6563	08/17/2009		<u>M</u> ⁽¹⁾	3,834	09/09/2002	09/09/2009	Common Stock	3,834
Stock Option (Right to Buy)	\$ 55.6563	08/17/2009		<u>M</u> ⁽¹⁾	30,000	09/09/2002	09/09/2009	Common Stock	30,000
Stock Option (Right to Buy)	\$ 59.325	08/17/2009		<u>M</u> ⁽¹⁾	3,687	05/09/2001	09/09/2009	Common Stock	3,687
Stock Option (Right to Buy)	\$ 58.83	08/17/2009		<u>M</u> ⁽¹⁾	3,699	04/23/2002	09/09/2009	Common Stock	3,699

Buy)
 Stock
 Option (Right to Buy) \$ 56.565 08/17/2009 M⁽¹⁾ 15,300 09/11/2006 09/11/2009 Common Stock 15,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON DELIA H C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			VP, Investor Relations	

Signatures

Nina D. Gillman by power of attorney 08/19/2009

__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) The exercise price of the options and related withholding requirement was satisfied by the Company's withholding shares otherwise deliverable upon exercise of the options.
- (3) Sale of shares (with proceeds delivered to the Company) for payment of tax liability above minimum required statutory withholding (but not in excess of full applicable statutory tax rates) incident to the exercise of the option under the issuer's employee stock option plan.

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.