COLGATE PALMOLIVE CO

Form 4

February 23, 2017

| FORM - | 4 |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Section 16. Form 4 or burden hours per response...

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 * HUSTON JOHN J | | | Symbol | r Name and Ticker or Trading ATE PALMOLIVE CO [CL] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------------|----------------|---------------------|---|---|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of | f Earliest Transaction | (Che | ck all applicable) | | |
| C/O COLGATE-PALMOLIVE COMPANY, 300 PARK AVENUE | | | (Month/D 02/21/2 | Day/Year) | Director 10% Owner Officer (give title Other (specibelow) | | | |
| | (Street) | | 4. If Ame | endment, Date Original | 6. Individual or J | oint/Group Filing(Check | | |
| NEW YOR | K, NY 10022 | | Filed(Mor | nth/Day/Year) | • | One Reporting Person More than One Reporting | | |
| (City) | (State) | (Zip) | Tabl | le I - Non-Derivative Securities Acc | quired, Disposed o | of, or Beneficially Owne | | |
| 1.Title of | 2. Transaction | Date 2A. Dee | med | 3. 4. Securities Acquired | 5. Amount of | 6. Ownership 7. Natur | | |
| Security | (Month/Day/Y | ear) Execution | on Date, if | Transaction(A) or Disposed of (D) | Securities | Form: Direct Indirect | | |

| (City) | (State) | (Zip) Tabl | e I - Non-L | D erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---------------------------------------|-----------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | spose 4 and (A) or | d of (D) 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 | 02/21/2017 | | S(1) | 1,786 | D | \$ 73.16 | 86,932 | D | |
| Common Stock | | | | | | | 34,991 | 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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SEC 1474

(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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Evaluation | | or | | |
| | | | | | | | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| HUSTON JOHN J C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022 | | | SVP, Chief of Staff | | | | |

Signatures

/s/ Kristine Hutchinson, Attorney-in-Fact

02/23/2017

**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).
- Sale of shares with proceeds delivered to the issuer for payment of tax liability incident to vesting of a restricted stock unit award under the issuer's incentive compensation plan. This transaction was effected pursuant to a Rule 10b5-1 trading 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.

Reporting Owners 2