COLGATE PALMOLIVE CO

Form 4

February 27, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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)

may continue.

See Instruction

	•								
1. Name and Address of Reporting Person * Marsili Daniel B		Symbol		Ticker or Trading MOLIVE CO [CL]	5. Relationship of Reporting Person(s) to Issuer				
		(Middle)				(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Tra	insaction	Dimentan	100	Overmon	
C/O COLGATE-PALMOLIVE			(Month/Da	•		Director _X_ Officer (giv	re title Oth		
COMPANY, 300 PARK AVENUE			02/23/2017			below)	below)		
COMITAINT	, 500 I AKK A	VLIVOL				Sr. VP Glo	obal Human Res	sources	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
						X Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	X, NY 10022					Person	wiore man one K	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o	
Security	(Month/Day/Yea	r) Execution	on Date, if		onAcquired (A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed of (D)	Beneficially	(D) or	Beneficial	

ure of ct cial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Following

(Instr. 4)

Common $A^{(1)}$ 02/23/2017 7,456 A \$0 59,904 D Stock

By Issuer's Common 401(k) 27,666 I Stock Plan

Trustee

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Marsili Daniel B C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022

Sr. VP Global Human Resources

Signatures

/s/ Kristine Hutchinson, Attorney-in-Fact

02/27/2017

**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).
- (1) Restricted stock unit award granted under the issuer's incentive compensation 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.

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