

Wallace Noel R.  
Form 4  
December 30, 2010

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Wallace Noel R.

(Last) (First) (Middle)

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)

12/29/2010

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)

Pres.- Colgate No. America

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	12/29/2010		C(1)		13,937.752	A	11
Common Stock					45,408	D	

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 required to respond unless the form

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preference Stock	<u>(1)</u>	12/29/2010		C <u>(1)</u>	1,742.219	<u>(1)</u>	<u>(2)</u>	Common Stock
Series B Convertible Preference Stock Units	<u>(3)</u>	12/29/2010		D <u>(3)</u>	16.319	<u>(3)</u>	<u>(2)</u>	Series B Convertible Preference Stock
Common Stock Units	<u>(3)</u>	12/29/2010		A <u>(3)</u>	130.552	<u>(3)</u>	<u>(4)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Noel R. COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			Pres.- Colgate No. America	

## Signatures

Nina D. Gillman by power of attorney  
12/30/2010

        \*\*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).

- The Issuer's 401(k) Plan Trustee caused the conversion of all outstanding Series B Convertible Preference Stock on December 29, 2010, into shares of the Issuer's Common Stock at a conversion rate equal to eight shares of Common Stock for each share of Series B Convertible Preference Stock. The Series B Convertible Preference Stock was convertible at the Trustee's election upon the Issuer's decision to redeem such stock.
- (1) Convertible Preference Stock. The Series B Convertible Preference Stock was convertible at the Trustee's election upon the Issuer's decision to redeem such stock.
  - (2) The Series B Convertible Preference Stock and Series B Convertible Preference Stock Units had no expiration date.
- Upon the conversion of the Series B Convertible Preference Stock on December 29, 2010, the Series B Convertible Preference Stock Units were revalued as Common Stock Units at the rate of eight Common Stock Units for each Series B Convertible Preference Stock Unit.
- (3) Units were revalued as Common Stock Units at the rate of eight Common Stock Units for each Series B Convertible Preference Stock Unit.
  - (4) The Common Stock Units have no expiration date.

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.