

HENDRY ANDREW D
 Form 4
 March 01, 2010

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 *
HENDRY ANDREW D

(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)

02/25/2010

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)
 Sr VP, Gen Counsel & Secretary

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	02/25/2010		A ⁽¹⁾		6,533	A	\$ 0
Common Stock	02/25/2010		A ⁽²⁾		7,056	A	\$ 0
Common Stock	02/25/2010		A ⁽²⁾		2,055	A	\$ 0
Common Stock	02/26/2010		F ⁽³⁾		360	D	\$ 82.94
Common Stock	03/01/2010		S ⁽⁴⁾		93	D	\$ 83.5052
							155,123
							162,179
							164,234
							163,874
							163,781

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- (2) Restricted stock award granted under the issuer's Executive Incentive Compensation Plan.
- (3) Payment of tax liability by withholding shares of stock from restricted shares vesting under the issuer's Executive Incentive Compensation Plan.
Sale of shares (with proceeds delivered to the Company) for payment of tax liability above minimum required statutory withholding (but
- (4) not in excess of full applicable statutory tax rates) incident to vesting of a restricted stock award under the issuer's Executive Incentive Compensation Plan.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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