

COLGATE PALMOLIVE CO

Form 424B2

May 07, 2008

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not offers to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion  
Preliminary Pricing Supplement dated May 6, 2008

Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-126987

Pricing Supplement No. 2 dated May , 2008  
(To Prospectus Supplement and  
Prospectus, each dated September 6, 2005)

Colgate-Palmolive Company

Medium-Term Notes - Floating Rate  
Series F

We are hereby offering to sell Notes having the terms specified below to you with the assistance of Morgan Stanley & Co. Incorporated, UBS Securities LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc. (the "Agents"), acting as principal, at a fixed initial public offering price of % of the principal amount.

Principal Amount: \$

Issue Price: %

Stated Maturity Date: May , 2048

CUSIP Number:

Trade Date: May , 2008

Expected Issue Date: May , 2008

Net Proceeds to Colgate: \$

Agent's Discount or Commission: \$

Base Rate:

Certificate of Deposit Rate

CMT Rate

Commercial Paper Rate

Eleventh District Cost of Funds Rate

LIBOR Reuters Page LIBOR 01

Prime Rate

Treasury Rate

Other (see attached)

Interest Reset Dates: February , May , August and November of each year, commencing on August , 2008

Interest Determination Dates: Quarterly, two London Banking Days prior to each Interest Reset Date

Interest Rate Reset Period: Quarterly

Interest Payment Dates: February , May , August and November of each year, commencing on August , 2008

Index Maturity: 3 month

Index Currency: US Dollars

Spread: %

Spread Multiplier: N/A

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Maximum Interest Rate: N/A

Minimum Interest Rate: N/A

Day Count Convention:

30/360 for the period from \_\_\_\_\_ to \_\_\_\_\_

Actual / 360 for the period from May , 2008 to May , 2048.

Actual / Actual for the period from to

Redemption: The Notes may be redeemed at the option of Colgate prior to the stated maturity date. See “Other Provisions – Optional Redemption” below.

Optional The Notes may be repaid at the option of the holders prior to the stated maturity date. See “Other Repayment: Provisions – Optional Repayment” below.

Currency:

Specified Currency: US Dollars

Minimum Denomination: \$1,000

Original Issue Discount:   No

Total amount of OID:

Yield to Maturity:

Initial Accrual Period:

Form:  Book-entry  Certificated

Other provisions:

Optional Redemption: Colgate may at its option elect to redeem the Notes, in whole or in part, in increments of \$1,000 or any multiple of \$1,000, upon not less than 30 nor more than 60 days’ prior written notice to the holders, on May , 2038 or on any business day thereafter at the following redemption prices corresponding to the periods set forth below (expressed as a percentage of the principal amount of the Notes), together with any unpaid accrued interest to the redemption date:

| If Redeemed During<br>the 12-Month Period Commencing on: | Redemption Price |
|--|------------------|
| May , 2038   | 105.00%          |
| May , 2039   | 104.50           |
| May , 2040   | 104.00           |
| May , 2041   | 103.50           |
| May , 2042   | 103.00           |
| May , 2043   | 102.50           |



| If Redeemed During<br>the 12-Month Period Commencing on: | Redemption Price |
|--|------------------|
| May , 2044   | 102.00%          |
| May , 2045   | 101.50           |
| May , 2046   | 101.00           |
| May , 2047 and<br>thereafter to, but excluding, maturity | 100.50           |

Optional Repayment: Notwithstanding anything to the contrary contained in the Prospectus Supplement dated September 6, 2005, the holders of the Notes may elect to cause Colgate to repurchase the Notes, in whole or in part, in increments of \$1,000 or any multiple of \$1,000, upon not less than 30 nor more than 60 days' prior written notice to Colgate, on May of each of the years set forth below, at the amounts corresponding to the years set forth below (expressed as a percentage of the principal amount of the Notes), together with any unpaid accrued interest to the repayment date:

| Repayment Date  | Repayment Price |
|---|-----------------|
| May , 2009  | 98.00%          |
| May , 2010  | 98.00           |
| May , 2011  | 98.00           |
| May , 2012  | 98.00           |
| May , 2013  | 98.00           |
| May , 2014  | 99.00           |
| May , 2015  | 99.00           |
| May , 2016  | 99.00           |
| May , 2017  | 99.00           |
| May , 2018  | 99.00           |
| May , 2019 and<br>May of each third year thereafter,<br>commencing May , 2020 | 100.00          |

The Agents have severally, and not jointly, agreed to purchase from us, and we have agreed to sell to the Agents, the principal amount of Notes set forth opposite their respective names.

| Agent  | Principal<br>Amount of<br>Notes |
|--|---------------------------------|
| Morgan Stanley & Co.<br>Incorporated<br>UBS Securities<br>LLC<br>Deutsche Bank Securities<br>Inc.<br>Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>J.P. Morgan Securities<br>Inc. | \$                              |
| Total  | \$                              |

Use of Proceeds:

The net proceeds from the sale of the Notes will be used by Colgate to retire commercial paper which was issued by Colgate for general corporate purposes. As of May 5, 2008, Colgate's outstanding commercial paper had a weighted average interest rate of 2.167% with maturities ranging from 1 day to 70 days.

Settlement:

Delivery of the Notes is expected to be made against payment therefore on or about May , 2008, which will be on the business day following the date on which the Notes are priced. Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days after the date the securities are priced, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes on the day of pricing or the next succeeding business day will be required, by virtue of the fact that the Bank Notes will settle in T+ , to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement; such purchasers should also consult their own advisors in this regard.

Certain United States Federal Income Tax Considerations:

The following discussion supplements the discussion contained in the Prospectus Supplement dated September 6, 2005, under the heading "Certain United States Federal Income Tax Considerations." Prospective purchasers of Notes are advised to consult their own tax advisors with respect to tax matters relating to the Notes.

Notes Used as Qualified Replacement Property.

Prospective investors seeking to treat the Notes as "qualified replacement property" for purposes of Section 1042 of the Internal Revenue Code of 1986, as amended (the "Code"), should be aware that Section 1042 requires the issuer to meet certain requirements in order for the Notes to constitute qualified replacement property. In general, qualified replacement property is a security issued by a domestic corporation that did not, for the taxable year preceding the taxable year in which such security was purchased, have "passive investment income" in excess of 25 percent of the gross receipts of such corporation for such preceding taxable year (the "passive income test"). For purposes of the passive income test, where the issuing corporation is in control of one or more corporations or such issuing corporation is controlled by one or more other corporations, all such corporations are treated as one corporation (the

“affiliated group”) when computing the amount of passive investment income under Section 1042.

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Colgate believes that less than 25 percent of its affiliated group's gross receipts is passive investment income for the taxable year ending December 31, 2007. In making this determination, Colgate has made certain assumptions and used procedures which it believes are reasonable. Colgate cannot give any assurance as to whether it will continue to meet the passive income test. It is, in addition, possible that the Internal Revenue Service may disagree with the manner in which Colgate has calculated the affiliated group's gross receipts (including the characterization thereof) and passive investment income and the conclusions reached herein.

Notes are securities with no established trading market. No assurance can be given as to whether a trading market for the Notes will develop or as to the liquidity of a trading market for the Notes. The availability and liquidity of a trading market for the Notes will also be affected by the degree to which purchasers treat the Notes as qualified replacement property.

Legal Matters:

Sidley Austin LLP, New York, New York has acted as counsel for Colgate. Mayer Brown LLP has acted as counsel for the Agents.