

Edgar Filing: COLGATE PALMOLIVE CO - Form FWP

COLGATE PALMOLIVE CO  
Form FWP  
November 28, 2006

Filed under Rule 433  
File No. 333-126987

[LOGO OMITTED]COLGATE-PALMOLIVE

40-Year Floating Rate Notes

Final Terms and Conditions

-----

Issuer: Colgate-Palmolive Company (the "Company")

Security Offered: Floating Rate Notes (the "Notes")

Ratings: Aa3/AA-

Principal Amount: US\$ 82,825,000

Interest Rate: 3-Month US\$ LIBOR minus 30 basis points

Trade Date: November 28, 2006

Settlement Date: December 4, 2006

Maturity Date: December 4, 2046

Price to Public: 100%

Gross Spread: 1.00%

Proceeds to Issuer: 99.00%

Interest Payment Dates: Interest is payable quarterly on the 4th of every three months, commencing on March 4, 2007.

Reset Convention / Interest Reset Dates: The interest rate will be reset quarterly, on each Interest Payment Date. The 3 Month LIBOR rate will be determined on the second London banking day prior to each Interest Reset Date.

Minimum Denominations: The Notes will be issued in denominations of \$1,000 and in integral multiples of \$1,000

Form: DTC, Book-Entry

CUSIP: 19416QDJ6

Put Provision: The Notes will be repayable at the option of the holder with at least 30 and not more than 60 days notice on the following days and at the following prices together with any unpaid accrued interest to the repayment date:

Repayment Date	Price
December 4, 2007	98.00%
December 4, 2008	98.00%
December 4, 2009	98.00%

Edgar Filing: COLGATE PALMOLIVE CO - Form FWP

December 4, 2010	98.00%
December 4, 2011	98.00%
December 4, 2012	99.00%
December 4, 2013	99.00%
December 4, 2014	99.00%
December 4, 2015	99.00%
December 4, 2016	99.00%
December 4, 2017 and December 4 of every third year thereafter, commencing December 4, 2020	100.00%

[LOGO OMITTED]Citigroup  
Corporate and  
Investment Banking

[LOGO OMITTED]MerrillLynch

[LOGO OMITTED]Morgan Stanle

Call Provision:

The Notes may be redeemed, at the option of the Company, in whole or in part, with at least 30 and not more than 60 days notice, on December 4, 2036 or or any business day thereafter at the following prices together with any unpaid accrued interest to the repayment date:

If Redeemed during the 12-Month Period Commencing on:	Price
December 4, 2036	105.00%
December 4, 2037	104.50%
December 4, 2038	104.00%
December 4, 2039	103.50%
December 4, 2040	103.00%
December 4, 2041	102.50%
December 4, 2042	102.00%
December 4, 2043	101.50%
December 4, 2044	101.00%
December 4, 2045 and thereafter to, but excluding, maturity	100.50%

Agents:	Citigroup:	\$13,250,000
	Merrill Lynch:	\$5,000,000
	Morgan Stanley:	\$25,000,000
	UBS:	\$39,575,000

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,

Edgar Filing: COLGATE PALMOLIVE CO - Form FWP

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.

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, 2005. In making this determination, Colgate has made certain assumptions and used procedures which it believes are reasonable. Colgate cannot

[LOGO OMITTED]Citigroup  
Corporate and  
Investment Banking

[LOGO OMITTED]MerrillLynch

[LOGO OMITTED]Morgan Stanle

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.

-----

The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). Alternatively, you may request for a copy of the prospectus by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-866-500-5408, Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649 or UBS Securities LLC toll-free at 1-888-722-9555, extension 1088.

[LOGO OMITTED]Citigroup  
Corporate and  
Investment Banking

[LOGO OMITTED]MerrillLynch

[LOGO OMITTED]Morgan Stanle