

PROCTER & GAMBLE Co
 Form 4
 November 26, 2012

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 *
PASSERINI FILIPPO

(Last) (First) (Middle)

**ONE PROCTER AND GAMBLE
 PLAZA**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/21/2012

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)
Grp Pres-CIO & Global Bus Svcs

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)
				(A) or (D)	Price		
Common Stock	11/21/2012		M	A	\$ 44.2656	D	
Common Stock	11/21/2012		M	A	\$ 42.7329	D	
Common Stock	11/21/2012		M	A	\$ 42.7329	D	
Common Stock	11/21/2012		M	A	\$ 49.8594	D	
Common Stock	11/21/2012		M	A	\$ 51.415	D	

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Common Stock	11/21/2012	M	12,156	A	\$ 51.415	136,206.091	D	
Common Stock	11/21/2012	S	56,602	D	\$ 68.2654 <u>(1)</u>	79,604.091	D	
Common Stock						2,438.83	I	By daughter Chiara
Common Stock						2,415.833	I	By daughter Marta
Common Stock						6,316.4439	I	By Retirement Plan Trustees
Common Stock						2,437.753	I	By son Emanuele

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

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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 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.2656	11/21/2012		M	4,536	02/26/2002	02/26/2014	Common Stock	4,536
Stock Option (Right to Buy)	\$ 42.7329	11/21/2012		M	2,286	07/09/2002	07/09/2014	Common Stock	2,286
	\$ 42.7329	11/21/2012		M	592	07/09/2002	07/09/2014		592

