

PROCTER & GAMBLE Co
Form 4
December 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
HENRETTA DEBORAH A

(Last) (First) (Middle)

ONE PROCTER & 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)
12/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group President Global Beauty

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	12/02/2013		F		112 <u>(1)</u>	D	\$ 81.66
Common Stock	12/02/2013		M		79	A	\$ 81.66
Common Stock	12/02/2013		F		79 <u>(2)</u>	D	\$ 81.66
Common Stock	12/02/2013		M		77	A	\$ 81.66
Common Stock	12/02/2013		F		77 <u>(2)</u>	D	\$ 81.66

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Common Stock	12/02/2013	M	88	A	\$ 81.66	143,412.738	D
Common Stock	12/02/2013	F	88 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	88	A	\$ 81.66	143,412.738	D
Common Stock	12/02/2013	F	88 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	105	A	\$ 81.66	143,429.738	D
Common Stock	12/02/2013	F	105 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	113	A	\$ 81.66	143,437.738	D
Common Stock	12/02/2013	F	113 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	110	A	\$ 81.66	143,434.738	D
Common Stock	12/02/2013	F	110 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	118	A	\$ 81.66	143,442.738	D
Common Stock	12/02/2013	F	118 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	153	A	\$ 81.66	143,477.738	D
Common Stock	12/02/2013	F	153 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	130	A	\$ 81.66	143,454.738	D
Common Stock	12/02/2013	F	130 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	127	A	\$ 81.66	143,451.738	D
Common Stock	12/02/2013	F	127 <u>(2)</u>	D	\$ 81.66	143,324.738	D
Common Stock	12/02/2013	M	137	A	\$ 81.66	143,461.738	D
Common Stock	12/02/2013	F	137 <u>(2)</u>	D	\$ 81.66	143,324.738	D
	12/02/2013	M	110	A		143,434.738	D

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Common Stock					\$					
					81.66					
Common Stock	12/02/2013		F	110 <u>(2)</u>	D	\$	143,324.738	D		
					81.66					
Common Stock							18,637.9092	I		By Retirement Plan Trustees

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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	12/02/2013		M	<u>79</u> <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	79	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013		M	<u>77</u> <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	77	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013		M	<u>88</u> <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	88	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013		M	<u>88</u> <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	88	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013		M	<u>105</u> <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	105	\$ 0

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Restricted Stock Units	(3)	12/02/2013	M	113 (2)	(4)	(4)	Common Stock	113	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	110 (2)	(4)	(4)	Common Stock	110	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	118 (2)	(4)	(4)	Common Stock	118	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	153 (2)	(4)	(4)	Common Stock	153	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	130 (2)	(4)	(4)	Common Stock	130	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	127 (2)	(4)	(4)	Common Stock	127	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	137 (2)	(4)	(4)	Common Stock	137	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	110 (2)	(4)	(4)	Common Stock	110	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRETTA DEBORAH A ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Group President Global Beauty	

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Deborah A.
Henretta

12/04/2013

**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).

(1) Shares withheld to cover taxes upon vesting of Restricted Stock Grant.

(2) Automatic conversion of Restricted Stock Units (RSU's) to withhold for taxes due on dividend equivalents in the form of RSU's settled in common stock.

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- (3) Original retirement award in the form of RSU's which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ending 6/30/09.
- (4) These units deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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