

PROCTER & GAMBLE Co  
Form 4  
February 25, 2014

**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 \*  
Martin Riant

(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)  
02/24/2014

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)  
GrpPresGlobalBabyFemFamilyCare

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)
Common Stock	02/24/2014		F	V Amount 2,216 (1)	(D) Price \$ 78.4 (2)	D	
Common Stock					7,102.9109 (3)	I	By Retirement Plan Trustees
Common Stock					686	I	Martin Riant & Fiona R. Riant Trust (4)

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

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(9-02)

**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 Security (Instr. 3 and 4)	An Nu Sh
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(5)</u>	02/18/2014		A V	112.103		<u>(8)</u>	<u>(8)</u>	Common Stock	1
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		316.47	<u>(8)</u>	<u>(8)</u>	Common Stock	
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		685.496	<u>(8)</u>	<u>(8)</u>	Common Stock	6
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,187.801	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,247.132	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,218.302	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,315.945	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,769.766	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,621.218	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D <sup>(7)</sup>		1,760.708	<u>(8)</u>	<u>(8)</u>	Common Stock	1,

