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PROCTER & GAMBLE CO

Form 4

September 17, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Alan G. Lafley  
 One Procter and Gamble Plaza  
 OH, Cincinnati 45202
2. Issuer Name and Ticker or Trading Symbol  
 The Procter and Gamble Company (PG)
3. IRS or Social Security Number of Reporting Person (Voluntary)  
 N/A
4. Statement for Month/Year  
 9/13/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chairman of the Board, President and Chief Executive
7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	8/1/2002	A	V 3116	132949.931
Common Stock				19033.0441
Common Stock				125.548
Common Stock				3079

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature

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Security	Date	Code	V	Amount	D	cisa-ble	Date	of Shares
Series A Preferred Stock	12/31/2001	A	V	33.1707	A	6		Common Stock
	15							
Series A Preferred Stock	3/31/2002	A	V	30.9774	A	6		Common Stock
	8							
Series A Preferred Stock	6/30/2002	A	V	81.0001	A	6		Common Stock
	9							
Stock Option (right to buy)	9/13/2002	A		73914	A	9/13/05	9/13/12	Common Stock
Stock Option (right to buy)	9/13/2002	A		262798	A	9/13/05	9/13/12	Common Stock

Explanation of Responses:

1. Shares awarded pursuant to Issuer's 2001 Stock Plan.
2. Between 10/1/01 and 6/30/02, reporting person acquired 253.8055 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. By A. G. Lafley Irrevocable Trust II U/A dated March 8, 1999, Margaret G. Lafley, trustee, for benefit of reporting person's wife and children.
4. Higher of \$13.75 or market price of Common Stock.
5. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
6. Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
7. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
8. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
9. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
10. Employee stock option granted under Issuer's 2001 Stock Plan.