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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

Michael J. Power  
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)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
(specify below)

Global Business Services Officer

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 745	22015
Common Stock				269.272
Common Stock				1611.4646 2
Common Stock				4950

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. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
						Title and Number	

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Security	Date	Code	V	Amount	D	cisa-ble	Date	of Shares
Series A Preferred Stock	9/30/2001	A	V	106.1776	A	5		Common Stock
	4							106.1776
Series A Preferred Stock	12/31/2001	A	V	14.4091	A	5		Common Stock
	17							14.4091
Series A Preferred Stock	3/31/2002	A	V	13.4565	A	5		Common Stock
	8							13.4565
Series A Preferred Stock	6/30/2002	A	V	35.1858	A	5		Common Stock
	9							35.1858
Stock Option (right to buy)	9/13/2002	A		36135	A	9/13/05	9/13/12	Common Stock
								36135

Explanation of Responses:

1. Shares awarded pursuant to Issuer's 2001 Stock Plan.
2. Between 7/1/01 and 6/30/02, reporting person acquired 531.2503 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. Higher of \$13.75 or market price of Common Stock.
4. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/01 and 9/30/01.
5. 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.
6. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
7. 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.
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.