### PROCTER & GAMBLE Co

Form 4

November 19, 2013

<b>FORI</b>	M /I						OMB A	APPROVA	۱L	
_	UNITED	STATES		RITIES AN ashington, D	D EXCHANGE ( D.C. 20549	COMMISSION	OMB Number:	3235-	0287	
Check if no lo	this box		_					Januar	y 31, 2005	
subject Section Form 4	to STATE!	MENT OF	F CHA	NGES IN B SECURI	Estimated average burden hours per response		0.5			
Form 5 obligate may co See Ins 1(b).	ions Section 17	(a) of the I	Public U	Jtility Holdin	Securities Exchanging Company Act of 19	of 1935 or Section	n			
(Print or Type	e Responses)									
1. Name and LAFLEY	Address of Reporting ALAN G	Person *	Symbol		icker or Trading	5. Relationship of Issuer	Reporting Pe	erson(s) to		
(Lost)	(First)	Middle)	PROCTER & GAMBLE Co [PG]			(Check all applicable)				
ONE PRO	(First) (DCTER AND GAN	Middle)  //BLE		of Earliest Tran Day/Year) 2013	saction	_X_ Director _X_ Officer (give below)		% Owner her (specify		
CINCINN	(Street)			nendment, Date onth/Day/Year)	Original	6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting I	Person		
CINCINN	ATI, OH 45202					Person		1 0		
(City)	(State)	(Zip)	Tal	ble I - Non-Dei	rivative Securities Ac	quired, Disposed of	, or Beneficia	ally Owned	l	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Transaction(A	Securities Acquired ) or Disposed of (D) ustr. 3, 4 and 5)  (A) or	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 Indirect Beneficial Ownershi (Instr. 4)	1	

		Code V	Amount	(D)	Price	(111su. 3 and 4)	(IIIsu. +)	
Common Stock	11/15/2013	F	448 (1)	D	\$ 84.54	618,248.2556 (2)	D	
Common Stock						1,620.138	I	AFL Revocable Trust (3)
Common Stock						122,473	I	AGL Revocable Trust (4)
Common Stock						3,337.9748 (5)	I	By Retirement Plan

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			Trustees
Common Stock	9,817.1379 <u>(5)</u>	I	By Retirement Plan Trustees, By Spouse
Common Stock	10,989.7665	I	By Spouse, DSS Revocable Trust <u>(6)</u>
Reminder: Report on a separate line for each class of securities benefic	ially owned directly or indirectly.		
	Persons who respond to the collectinformation contained in this form required to respond unless the for displays a currently valid OMB connumber.	are not m	SEC 1474 (9-02)

# $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr.	8)	5. aNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	X		COB, Pres. & CEO				
Signatures							
/s/ Sandra T. Lane, attorney-in-fact for Alan Lafley	G.	11/19	/2013				
**Signature of Reporting Person		Da	te				

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## **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) Automatic conversion of Restricted Stock Units (RSU's) to withhold for taxes due on dividend equivalents granted on November 15, 2013 in the form of RSU's settled in common stock.
- (2) Total includes grant of dividend equivalents on November 15, 2013 in the form of RSU's settled in common stock.
- (3) Alan F. Lafley Revocable Trust, U/A dated February 3, 1998, A.G. Lafley, Trustee, for benefit of reporting person's father.
- (4) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (5) Balance as of 9/30/2013.
- (6) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.