PROCTER & GAMBLE Co

Form 4

Common

Common

Stock

Stock

November 19, 2013

11010111001 17, 201												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE OF						COMMISSION	N OMB	APPROVA 3235-				
Check this box		Was	shington,	D.C. 20)549		Number:					
if no longer	CT A TEM	IENT OL	CHAN	CEC IN	DENIEL	TCIAL OF	WNERSHIP OF	Expires:	Januar	y 31, 2005		
subject to Section 16. Form 4 or				SECUR	RITIES			Estimated burden he response	•	0.5		
Form 5 obligations may continue. See Instruction 1(b).		a) of the H	Public U	tility Hole	ding Co		nge Act of 1934, of 1935 or Section 940	on				
(Print or Type Respons	ses)											
1. Name and Address of Reporting Person * Pritchard Marc S.			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
,			PROCTER & GAMBLE Co [PG]				(Che	ck all applical	k all applicable)			
(Last) (F	(First) (Middle) 3. Date of Earliest Transaction					Director 10% Owner						
ONE PROCTER & GAMBLE PLAZA			(Month/Day/Year) 11/15/2013				Officer (give title Other (specify below)					
(Street) 4. If Amendment, Filed(Month/Day/Y					ay/Year) Applicable Lir			Joint/Group Filing(Check by One Reporting Person				
CINCINNATI, O	H 45202						Form filed by Person	More than One	Reporting			
(City) (S	State)	(Zip)	Tabl	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Benefic	ially Owned	ì		
	nsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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							109,691.2723 (1)	D				
Common Stock							107.032	I	By Daughte ACP	r		

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Common Stock	26,734.4707 <u>(</u>	<u>2)</u> I	Retirement Plan Trustees		
Common Stock	602	I	By Wife		
Reminder: Report on a separate line for each class of securities benefici					
	Davagna who reamond to the sol	collection of CEC 1474			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transa Code (Instr.		5. Number of inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	. I	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(Α) (Γ	Į	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(3)	09/30/2013(4)		A	V	204.4527		<u>(5)</u>	<u>(5)</u>	Common Stock	204.452
Restricted Stock Units	<u>(6)</u>	11/15/2013		A		109.958		<u>(7)</u>	<u>(7)</u>	Common Stock	109.958

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pritchard Marc S.

ONE PROCTER & GAMBLE PLAZA

Global Brand Building Officer

CINCINNATI, OH 45202

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARC S. PRITCHARD

11/19/2013

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Total includes grant of dividend equivalents on November 15, 2013 in the form of RSU's settled in common stock.
- (2) Balance as of 9/30/2013.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions for the 3-month period ending 9/30/2013.
- (5) Shares held by Retirement Plan Trustees. If employee terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (6) Dividend equivalents in the form of Retirement RSU's previously awarded pursuant to Issuer's retirement program. All such RSU's represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (7) 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. 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.