

PROCTER & GAMBLE Co
 Form 3
 July 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Kiriyama Hatsunori (Last) (First) (Middle) ONE PROCTER & GAMBLE PLAZA (Street) CINCINNATI, OH 45202 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2014 | 3. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President - Asia | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 39,895.1418 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|--------------|----------------------------------|-------------------|----------------------------------|---|
| Stock Option (Right to Buy) | 09/15/2002 | 09/15/2014 | Common Stock | 2,124 | \$ 49.4759 | D | Â |
| Stock Option (Right to Buy) | 09/15/2002 | 09/15/2014 | Common Stock | 5,844 | \$ 49.4759 | D | Â |
| Stock Option (Right to Buy) | 09/15/2003 | 09/15/2015 | Common Stock | 12,724 | \$ 31.0118 | D | Â |
| Stock Option (Right to Buy) | 09/15/2003 | 09/15/2015 | Common Stock | 1,274 | \$ 31.0118 | D | Â |
| Stock Option (Right to Buy) | 09/24/2004 | 09/24/2016 | Common Stock | 16,584 | \$ 34.5688 | D | Â |
| Stock Option (Right to Buy) | 09/24/2004 | 09/24/2016 | Common Stock | 1,190 | \$ 34.5688 | D | Â |
| Stock Option (Right to Buy) | 02/28/2008 | 02/28/2015 | Common Stock | 18,507 | \$ 53.595 | D | Â |
| Stock Option (Right to Buy) | 02/28/2009 | 02/28/2016 | Common Stock | 17,561 | \$ 60.5 | D | Â |
| Stock Option (Right to Buy) | 02/28/2010 | 02/28/2017 | Common Stock | 20,828 | \$ 63.49 | D | Â |
| Stock Option (Right to Buy) | 02/28/2011 | 02/28/2018 | Common Stock | 11,147 | \$ 66.18 | D | Â |
| Stock Option (Right to Buy) | 02/27/2012 | 02/27/2019 | Common Stock | 30,480 | \$ 48.17 | D | Â |
| Stock Option (Right to Buy) | 02/26/2013 | 02/26/2020 | Common Stock | 11,960 | \$ 63.28 | D | Â |
| Stock Option (Right to Buy) | 02/28/2014 | 02/28/2021 | Common Stock | 20,686 | \$ 63.05 | D | Â |
| Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 22,284 | \$ 67.52 | D | Â |
| Stock Option (Right to Buy) | 02/28/2016 | 02/28/2023 | Common Stock | 22,972 | \$ 76.18 | D | Â |
| Stock Option (Right to Buy) | 02/28/2017 | 02/28/2024 | Common Stock | 24,155 | \$ 78.66 | D | Â |
| Restricted Stock Units ⁽¹⁾ Â ⁽²⁾ | | Â ⁽²⁾ | Common Stock | 374.454 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units ⁽¹⁾ Â ⁽²⁾ | | Â ⁽²⁾ | Common Stock | 374.383 | \$ ⁽¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Kiryama Hatsunori ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | Â | Â | Â | President - Asia |

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Mr. Kiriyama 07/10/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Retirement award granted on 8/1/2013 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2013.
- (2) These units will deliver in shares 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.