

PROCTER & GAMBLE Co
Form 3
July 10, 2014

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

OMB APPROVAL

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

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	36,988.7842	D	Â
Common Stock	134.9927	I	By Spouse
Common Stock	16,080.7886	I	By Retirement Plan Trustees
Common Stock	18.467	I	By Spouse, By Retirement Plan Trustees
Common Stock	2,355.9525	I	Mary Lynn Ferguson-McHugh Trust ⁽¹⁾

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	09/24/2004	09/24/2016	Common Stock	33,958	\$ 34.5688	D	Â
Stock Option (Right to Buy)	09/24/2004	09/24/2016	Common Stock	3,688	\$ 34.5688	I	By Spouse
Stock Option (Right to Buy)	02/28/2009	02/28/2016	Common Stock	46,055	\$ 60.5	D	Â
Stock Option (Right to Buy)	02/28/2010	02/28/2017	Common Stock	48,150	\$ 63.49	D	Â
Stock Option (Right to Buy)	02/28/2011	02/28/2018	Common Stock	35,208	\$ 66.18	D	Â
Stock Option (Right to Buy)	02/27/2012	02/27/2019	Common Stock	51,900	\$ 48.17	D	Â
Stock Option (Right to Buy)	02/26/2013	02/26/2020	Common Stock	55,310	\$ 63.28	D	Â
Stock Option (Right to Buy)	02/28/2014	02/28/2021	Common Stock	67,407	\$ 63.05	D	Â
Stock Option (Right to Buy)	02/28/2015	02/28/2022	Common Stock	37,027	\$ 67.52	D	Â
Stock Option (Right to Buy)	02/28/2016	02/28/2023	Common Stock	39,381	\$ 76.18	D	Â
Stock Option (Right to Buy)	02/28/2017	02/28/2024	Common Stock	49,899	\$ 78.66	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	816.017	\$ <u>(2)</u>	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	928.827	\$ <u>(4)</u>	D	Â
Restricted Stock Units <u>(5)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,226.45	\$ <u>(5)</u>	D	Â
Restricted Stock Units <u>(6)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,088.006	\$ <u>(6)</u>	D	Â
Restricted Stock Units <u>(7)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,170.457	\$ <u>(7)</u>	D	Â
	Â <u>(3)</u>	Â <u>(3)</u>		1,343.019	\$ <u>(8)</u>	D	Â

Restricted Stock Units (8)			Common Stock				
Restricted Stock Units (9)	Â (3)	Â (3)	Common Stock	1,130.532	\$ (9)	D	Â
Series A Preferred Stock	Â (10)	Â (10)	Common Stock	7,707.3157	\$ (10)	I	By Retirement Plan Trustees
Series A Preferred Stock	Â (11)	Â (11)	Common Stock	5.024	\$ (11)	I	By Spouse, By Retirement Plan Trustees

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FergusonMchugh MaryLynn ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Â	Â	Â Group President - Europe	Â

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Ms.
Ferguson-McHugh

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) Mary Lynn Ferguson-McHugh Trust, U/A dated February 24, 1999, Mary Lynn Ferguson-McHugh Trustee.
- (2) Retirement award granted on 8/2/2007 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 6/30/2007.
- (3) 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.
- (4) Retirement award granted on 8/7/2008 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 6/30/2008.
- (5) Retirement award granted on 8/6/2009 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 6/30/2009.
- (6) Retirement award granted on 8/5/2010 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 6/30/2010.
- (7) Retirement award granted on 8/4/2011 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 6/30/2011.
- (8) Retirement award granted on 8/2/2012 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 6/30/2012.
- (9) 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.
- (10) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
- (11) Series A Preferred Stock allocated to spouse's Retirement Plan Account pursuant to Retirement Plan provisions.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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