#### PROCTER & GAMBLE Co

Form 4

August 19, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Taylor David S Issuer Symbol PROCTER & GAMBLE Co [PG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title ONE PROCTER & GAMBLE 08/19/2014 below) below) **PLAZA** Grp Pres GlobalHealth&Grooming (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### CINCINNATI, OH 45202

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) ctionor Disposed of (D) (Instr. 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 of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/19/2014		Code V A	Amount 5,546	(D)	Price \$ 0 (1)	41,929.0234 (2)	D		
Common Stock	08/19/2014		S	2,744	D	\$ 82.243 (3)	39,185.0234	D		
Common Stock	08/19/2014		M	13,796	A	\$ 34.5688	52,981.0234	D		
Common Stock	08/19/2014		S	13,796	D	\$ 82.3935 (4)	39,185.0234	D		
Common Stock							20,090.7611	I	By Retirement	

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Plan Trustees

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

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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 2.		3. Transaction Date 3A. Deemed		4. 5. Number of		ımber of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired (A)					
	Derivative			or Disposed of						
	Security			(D)						
				(Instr. 3, 4,						
				and 5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.5688	08/19/2014		M		13,796	09/24/2004	09/24/2016	Common Stock	13,796

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Taylor David S

ONE PROCTER & GAMBLE PLAZA Grp Pres GlobalHealth&Grooming

CINCINNATI, OH 45202

## **Signatures**

/s/ Sandra T. Lane, attorney-in-fact for David S.
Taylor

08/19/2014

\*\*Signature of Reporting Person Date

## **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) Stock award pursuant to Issuer's 2009 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents on August 15, 2014 in the form of Restricted Stock Units settled in common stock.

(3)

Reporting Owners 2

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Weighted average price of the shares sold. The price range was \$82.227 to \$82.283. Full information regarding the number of shares sold at each separate price available upon request.

(4) Weighted average price of the shares sold. The price range was \$82.38 to \$82.42. Full information regarding the number of shares sold at each separate price available upon request.

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.