

PROCTER & GAMBLE CO
Form 4
February 06, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
LAFLEY ALAN G

(Last) (First) (Middle)

**ONE PROCTER AND GAMBLE
PLAZA ONE PROCTER**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE CO [PG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
COB, Pres. and Chief Executive

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/13/2006		G		10	D	\$ 0	907,855.585	D	Indirect Beneficial Ownership
Common Stock	05/26/2006		G		184	D	\$ 0	907,671.585	D	Indirect Beneficial Ownership
Common Stock	12/06/2006		G	V	1,978	D	\$ 0	905,693.585	D	Indirect Beneficial Ownership
Common Stock	12/07/2006		G	V	32	D	\$ 0	905,661.585	D	Indirect Beneficial Ownership
Common Stock	12/13/2006		G	V	175	D	\$ 0	905,486.585	D	Indirect Beneficial Ownership

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Common Stock	12/19/2006	G V	1,791	D	\$ 0	903,695.585	D	
Common Stock	02/06/2007	S	200 <u>(1)</u>	D	\$ 64.9	903,495.585	D	
Common Stock	02/06/2007	S	400 <u>(1)</u>	D	\$ 64.91	903,095.585	D	
Common Stock	02/06/2007	S	2,100 <u>(1)</u>	D	\$ 64.92	900,995.585	D	
Common Stock	02/06/2007	S	200 <u>(1)</u>	D	\$ 64.93	900,795.585	D	
Common Stock	02/06/2007	S	100 <u>(1)</u>	D	\$ 64.94	900,695.585	D	
Common Stock	02/06/2007	S	300 <u>(1)</u>	D	\$ 64.95	900,395.585	D	
Common Stock	02/06/2007	S	900 <u>(1)</u>	D	\$ 64.96	899,495.585	D	
Common Stock	02/06/2007	S	400 <u>(1)</u>	D	\$ 64.97	899,095.585	D	
Common Stock	02/06/2007	S	400 <u>(1)</u>	D	\$ 64.98	898,695.585	D	
Common Stock	02/06/2007	S	14,800 <u>(1)</u>	D	\$ 65	883,895.585	D	
Common Stock	02/06/2007	S	100 <u>(1)</u>	D	\$ 65.01	883,795.585	D	
Common Stock	02/06/2007	S	100 <u>(1)</u>	D	\$ 65.03	883,695.585	D	
Common Stock						45,251.6945 <u>(2)</u>	I	By Retirement Plan Trustees
Common Stock						715.096	I	By son
Common Stock						6,158	I	By Trust <u>(3)</u>

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

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

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- (7) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
- (8) Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/06 through 12/31/06.

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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