

GILLETTE CO  
Form 4  
October 04, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIFFORD MICHAEL B**

(Last) (First) (Middle)

**THE GILLETTE COMPANY, 800  
BOYLSTON STREET**

(Street)

**BOSTON, MA 02199**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**GILLETTE CO [G]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2005**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>stock \$1<br>par            | 10/01/2005                              |                                                             | D                                    |                                                                         | 11,162.19                                                                                                          | D                                                                       | <u>11</u> 0                                                       |
| Common<br>stock \$1<br>par            | 10/01/2005                              |                                                             | M                                    |                                                                         | 17,843.44                                                                                                          | A                                                                       | \$ 0 17,843.44                                                    |
| Common<br>stock \$1<br>par            | 10/01/2005                              |                                                             | D                                    |                                                                         | 17,843.44                                                                                                          | D                                                                       | \$ 54.63 0                                                        |

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

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>Number<br>Shares                            |
| Phantom<br>Stock<br>Units                           | <u>(3)</u>                                                         | 10/01/2005                              |                                                             | M                                    | 17,843.44                                                                                              | 10/01/2005 10/01/2005                                          | Common<br>stock \$1<br>par 17                                  |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 39.41                                                           | 10/01/2005                              |                                                             | D                                    | 4,000                                                                                                  | 04/21/1998 <sup>(2)</sup> 04/20/2007                           | Common<br>stock \$1<br>par 4                                   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 59.83                                                           | 10/01/2005                              |                                                             | D                                    | 4,000                                                                                                  | 04/19/1999 <sup>(2)</sup> 04/19/2008                           | Common<br>stock \$1<br>par 4                                   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 50.63                                                           | 10/01/2005                              |                                                             | D                                    | 4,000                                                                                                  | 04/19/2000 <sup>(2)</sup> 04/18/2009                           | Common<br>stock \$1<br>par 4                                   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 38.47                                                           | 10/01/2005                              |                                                             | D                                    | 4,000                                                                                                  | 04/24/2001 <sup>(2)</sup> 04/23/2010                           | Common<br>stock \$1<br>par 4                                   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 26.08                                                           | 10/01/2005                              |                                                             | D                                    | 4,000                                                                                                  | 04/23/2002 <sup>(2)</sup> 04/22/2011                           | Common<br>stock \$1<br>par 4                                   |
| Director<br>Stock<br>Option                         | \$ 36.41                                                           | 10/01/2005                              |                                                             | D                                    | 5,000                                                                                                  | 05/20/2003 <sup>(2)</sup> 05/19/2012                           | Common<br>stock \$1<br>par 5                                   |

(right to  
buy)

Director

Stock

Option \$ 32.74 10/01/2005

D

5,000

05/19/2004<sup>(2)</sup>

05/18/2013

Common  
stock \$1  
par(right to  
buy)

Director

Stock

Option \$ 41.87 10/01/2005

D

7,500

05/24/2005<sup>(2)</sup>

05/24/2014

Common  
stock \$1  
par(right to  
buy)

Director

Stock

Option \$ 52.51 10/01/2005

D

7,500

05/16/2006<sup>(2)</sup>

05/16/2015

Common  
stock \$1  
par(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                    |
|--------------------------------------------------------------------------------------|----------------------------------|
|                                                                                      | Director 10% Owner Officer Other |
| GIFFORD MICHAEL B<br>THE GILLETTE COMPANY<br>800 BOYLSTON STREET<br>BOSTON, MA 02199 | X                                |

## Signatures

By: Peter M. Green as Attorney  
in Fact

10/03/2005

\_\_\_\_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) Disposed of pursuant to the merger agreement between The Gillette Company and The Procter &amp; Gamble Company in exchange for shares of The Procter &amp; Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.

(2) This option was assumed by The Procter &amp; Gamble Company in the merger and replaced with an option to purchase shares of The Procter &amp; Gamble Company converted at an exchange ratio of .975 per share.

(3) 1-for-1

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.