

PROCTER & GAMBLE CO
Form 3
October 12, 2005

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 *

Â KILTS JAMES M
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/11/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

ONE PROCTER AND
GAMBLE PLAZAONE
PROCTER

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice-COB-Gillette

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 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 | 39,827.8725 ⁽¹⁾ | D | Â |
| Common Stock | 682.5 ⁽¹⁾ | I | By Daughter |
| Common Stock | 1,603.7775 ⁽¹⁾ | I | By Savings Plan Trust-401(K) |
| Common Stock | 97.5 ⁽¹⁾ | I | By Son |
| Common Stock | 28,542.15 ⁽¹⁾ | I | The Atlas Heritage Foundation |

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

SEC 1473 (7-02)

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.

Edgar Filing: PROCTER & GAMBLE CO - Form 3

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 | | | |
| Supplemental Svgs Plan Units | Â (2) | Â (2) | Common Stock | 8,043.555 (3) | \$ (4) | D | Â |
| Stock Option (right to buy) | 06/19/2004 | 06/18/2013 | Common Stock | 975 (5) | \$ 33.2103 | D | Â |
| Stock Option (right to buy) | 01/19/2001 | 01/18/2011 | Common Stock | 1,950 (5) | \$ 35.0359 | D | Â |
| Stock Option (right to buy) | 06/21/2002 | 06/20/2011 | Common Stock | 623,402 (5) | \$ 28.9846 | D | Â |
| Stock Option (right to buy) | 06/20/2003 | 06/19/2012 | Common Stock | 682,500 (5) | \$ 36.4923 | D | Â |
| Stock Option (right to buy) | 01/19/2005 | 01/01/2014 | Common Stock | 975,000 (5) | \$ 37.2513 | D | Â |
| Stock Option (right to buy) | 06/17/2005 | 06/16/2014 | Common Stock | 975,000 (5) | \$ 44.2051 | D | Â |
| Stock Option (right to buy) | 06/16/2006 | 06/15/2015 | Common Stock | 780,000 (5) | \$ 23.2923 | D | Â |
| Stock Option (right to buy) | Â (6) | 10/06/2015 | Common Stock | 1,000,000 | \$ 56.625 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KILTS JAMES M ONE PROCTER AND GAMBLE PLAZAONE PROCTER CINCINNATI, OH 45202 | Â X | Â | Â Vice-COB-Gillette | Â |

Signatures

CAROL S. FISCHMAN as Attorney-in-Fact for James M. Kilts 10/12/2005

__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) These shares were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 shares of Issuer stock for each share of Gillette stock.
- (2) Allocated to the accounts of participants since 8-15-1996 under Gillette's Supplemental Savings Plan - an excess benefit plan within the definition of Rule 16b(3). These transactions are exempt under Rule 16b.
- (3) These stock units were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 stock units of Issuer for each stock unit of Gillette.
- (4) 1-for-1
- (5) Option assumed by Issuer pursuant to merger agreement between Issuer and The Gillette Company and replaced with option to purchase Issuer shares at exchange ratio of .975 shares of Issuer stock for each share of Gillette stock.
- (6) This option becomes exercisable as to 500,000 shares on October 6, 2006 and becomes exercisable as to the remaining 500,000 shares on October 6, 2007.

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.