

PASSERINI FILIPPO  
Form 4  
July 18, 2012

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PASSERINI FILIPPO

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE  
PLAZA

(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)  
07/16/2012

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)  
Grp Pres-CIO & Global Bus Svcs

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 (Instr. 8)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/16/2012		F		245 <sup>(1)</sup>	D	\$ 64.755
Common Stock	07/16/2012		M		75	A	\$ 64.755
Common Stock	07/16/2012		F		75 <sup>(1)</sup>	D	\$ 64.755
Common Stock	07/16/2012		M		67	A	\$ 64.755
Common Stock	07/16/2012		F		67 <sup>(1)</sup>	D	\$ 64.755

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Common Stock	07/16/2012	M	439	A	\$ 64.755	80,771.678	D	
Common Stock	07/16/2012	F	439 <sup>(1)</sup>	D	\$ 64.755	80,332.678	D	
Common Stock	07/16/2012	M	69	A	\$ 64.755	80,401.678	D	
Common Stock	07/16/2012	F	69 <sup>(1)</sup>	D	\$ 64.755	80,332.678	D	
Common Stock	07/16/2012	M	414	A	\$ 64.755	80,746.678	D	
Common Stock	07/16/2012	F	414 <sup>(1)</sup>	D	\$ 64.755	80,332.678	D	
Common Stock						2,050.83	I	By daughter Chiara
Common Stock						2,027.833	I	By daughter Marta
Common Stock						5,630.9121 <sup>(2)</sup>	I	By Retirement Plan Trustees
Common Stock						2,049.753	I	By son Emanuele

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Restricted Stock Units	(3)	07/16/2012	M	75	(4)	(4)	Common Stock	75
Restricted Stock Units	(3)	07/16/2012	M	67	(4)	(4)	Common Stock	67
Stock Option (Right to Buy)	\$ 63.05 (5)	07/16/2012	M	439	02/28/2014	02/28/2021	Common Stock	439
Restricted Stock Units	(3)	07/16/2012	M	69	(4)	(4)	Common Stock	69
Stock Option (Right to Buy)	\$ 67.52 (5)	07/16/2012	M	414	02/28/2015	02/28/2022	Common Stock	414

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs	

## Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for FILIPPO PASSERINI	07/18/2012
**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) Shares withheld to cover taxes when reporting person became 55.
  - (2) Balance as of 6/30/12.
  - (3) Retirement award 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 6/30/11.
  - (4) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
  - (5) Employee stock option granted under Issuer's 2009 Stock Option and Incentive Compensation Plan.

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.