

PROCTER & GAMBLE Co
Form 4
December 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
Healey Melanie

(Last) (First) (Middle)

ONE PROCTER & 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)
12/02/2013

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)
Group President NA GHSMC

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 | 12/02/2013 | | F | | 113 ⁽¹⁾ D \$ 81.66 | D | |
| Common Stock | 12/02/2013 | | M | | 48 A \$ 81.66 | D | |
| Common Stock | 12/02/2013 | | F | | 48 ⁽²⁾ D \$ 81.66 | D | |
| Common Stock | 12/02/2013 | | M | | 59 A \$ 81.66 | D | |
| Common Stock | 12/02/2013 | | F | | 59 ⁽²⁾ D \$ 81.66 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|----------|------------|---|-----------------------------|
| Common Stock | 12/02/2013 | M | 60 | A | \$ 81.66 | 49,928.406 | D | |
| Common Stock | 12/02/2013 | F | 60 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 82 | A | \$ 81.66 | 49,950.406 | D | |
| Common Stock | 12/02/2013 | F | 82 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 128 | A | \$ 81.66 | 49,996.406 | D | |
| Common Stock | 12/02/2013 | F | 128 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 128 | A | \$ 81.66 | 49,996.406 | D | |
| Common Stock | 12/02/2013 | F | 128 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 141 | A | \$ 81.66 | 50,009.406 | D | |
| Common Stock | 12/02/2013 | F | 141 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 165 | A | \$ 81.66 | 50,033.406 | D | |
| Common Stock | 12/02/2013 | F | 165 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | 12/02/2013 | M | 131 | A | \$ 81.66 | 49,999.406 | D | |
| Common Stock | 12/02/2013 | F | 131 ⁽²⁾ | D | \$ 81.66 | 49,868.406 | D | |
| Common Stock | | | | | | 8,603.0415 | I | By Retirement 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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) | | | | |
|------------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 48 | (2) | (4) | (4) | Common Stock | 48 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 59 | (2) | (4) | (4) | Common Stock | 59 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 60 | (2) | (4) | (4) | Common Stock | 60 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 82 | (2) | (4) | (4) | Common Stock | 82 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 128 | (2) | (4) | (4) | Common Stock | 128 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 128 | (2) | (4) | (4) | Common Stock | 128 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 141 | (2) | (4) | (4) | Common Stock | 141 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 165 | (2) | (4) | (4) | Common Stock | 165 | \$ 0 |
| Restricted Stock Units | (3) | 12/02/2013 | M | | 131 | (2) | (4) | (4) | Common Stock | 131 | \$ 0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Group President NA GHSMC

Healey Melanie
ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Melanie L.
Healey

12/04/2013

__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 upon vesting of Restricted Stock Grant.
 - (2) Automatic conversion of Restricted Stock Units (RSU's) to withhold for taxes due on dividend equivalents the form of RSU's settled in common stock.
 - (3) Original retirement award in the form of RSU's which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ending 6/30/09.
 - (4) These units 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.

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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