PROCTER & GAMBLE Co

Form 4

Stock

November 03, 2015

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAFLEY ALAN G Issuer Symbol PROCTER & GAMBLE Co [PG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify ONE PROCTER AND GAMBLE 11/02/2015 below) below) **PLAZA** Exec Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45202 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 11/02/2015 M 92,500 Α \$ 60.5 663,184.8876 Stock \$ Common 11/02/2015 S 76.2543 92.500 D 570.684.8876 D

Common Stock	3,837.4401	I	Retirement Plan Trustees
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(1)

Common 10,642.1726 I By
Stock Retirement

By

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Reminder: Report on a separate line for each class of securities be	neficially owned directly or indirectly.		
Common Stock	10,984.7665	I	By Spouse, DSS Revocable Trust (3)
Common Stock	247,359	I	AGL Revocable Trust (2)
			Plan Trustees, By Spouse

$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nı	ımber of	f 6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired (A)				
	Derivative				or Disposed of					
	Security				(D)					
				(Instr. 3, 4,						
				and 5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					()	(-)				
Stock Option (Right to Buy)	\$ 60.5	11/02/2015		M		92,500	02/28/2009	02/28/2016	Common Stock	92,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
orthornia o hann ramon ramon	Director	10% Owner	Officer	Other		
LAFLEY ALAN G			Exec			
ONE PROCTER AND GAMBLE PLAZA	X		Chairman of			
CINCINNATI, OH 45202			the Board			

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Date

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Alan G.
Lafley

11/03/2015

**Signature of Reporting Person

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) Weighted average price of the shares sold. The price range was \$76.06 and \$76.76. Full information regarding the number of shares sold at each separate price available upon request.
- (2) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (3) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.

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.

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