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PROCTER & GAMBLE CO

Form 11-K

March 30, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 11-K

\X\ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 FOR THE FISCAL YEAR ENDED December 31, 2003, OR

\ \ FOR TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO  
\_\_\_\_\_

Commission file number 001-00434

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below: Employee Savings and Thrift Plan (Saudi Arabia), P. O. Box 2056, Mazda Building, Bab Makkah, Jeddah, 21451, Saudi Arabia
- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, Ohio 45202.

REQUIRED INFORMATION

Item 1. Audited statement of financial condition as of the end of the latest two fiscal years of the plan (or such lesser period as the plan has been in existence). (See Page 2)

Item 2. Audited statement of income and changes in plan equity for each of the latest three fiscal years of the plan (or such lesser period as the plan has been in existence). (See Page 3)

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

COMBINED FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002,  
AND 2001 AND INDEPENDENT AUDITORS' REPORT

EMPLOYEE SAVINGS AND THRIFT PLANS -

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MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

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### INDEPENDENT AUDITORS' REPORT

To the trustees of:

Modern Industries Company (Jeddah) - Employee Savings and Thrift Plan,  
Modern Industries Company (Dammam) - Employee Savings and Thrift Plan, and  
Modern Products Company - Employee Savings and Thrift Plan

We have audited the accompanying combined statements of net assets available for benefits of the Employee Savings and Thrift Plans for Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company, which are centrally administered as the Savings and Thrift Plans (Saudi Arabia) of the Procter & Gamble Company (the "Plans") as of December 31, 2003 and 2002 and the related combined statements of changes in net assets available for benefits for each of the three years in the period ended December 31, 2003. These combined financial statements are the responsibility of the Plans' trustees. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall combined financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such combined financial statements present fairly, in all material respects, the net assets available for benefits of the Plans as of December 31, 2003 and 2002 and the changes in net assets available for benefits for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

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Our audits were conducted for the purpose of forming an opinion on the basic combined financial statements taken as a whole. The accompanying combined supplemental schedule listed on Page 8 is presented for the purpose of additional analysis and is not a required part of the basic combined financial statements. The schedule is the responsibility of the Plans' trustees. Such combined supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic combined financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic combined financial statements taken as a whole.

Deloitte & Touche  
Bakr Abulkhair & Co.

/S/AL-MUTAHHAR Y. HAMIDUDDIN

-----  
Al-Mutahhar Y. Hamiduddin  
License No. 296  
27 Muharram, 1425  
March 18, 2004

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

COMBINED STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2003 AND 2002  
(Expressed in Saudi Riyals)

	2003	2002
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ASSETS		
Investments	38,047,118	38,440,812
Loans to participants	658,241	681,342
Other receivable	374,997	387,697
Cash	3,774,976	4,700,456
	-----	
Total assets	42,855,332	44,210,307
LIABILITIES		
Amounts due to employees	9,310	17,345
	-----	
NET ASSETS AVAILABLE FOR BENEFITS	42,846,022	44,192,962
	=====	

The combined financial statements were approved on March 18, 2004.

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Trustee: /S/FAHAD ALSUKAIT

Trustee: /S/JAMAL SHOWAIKHAT

The accompanying notes form an integral part of these financial statements.

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

COMBINED STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001  
(Expressed in Saudi Riyals)

	2003	2002	2001
ADDITIONS			
Basic employee contributions	1,880,357	2,211,841	2,637,659
Additional employee contributions	1,269,062	1,723,766	2,440,765
Companies' contributions	1,516,176	1,672,448	1,828,344
Total contributions	4,665,595	5,608,055	6,906,768
Investment income/(loss):			
Smuckers share	--	363,246	--
Dividends	508,199	608,561	672,849
Interest income	25,018	65,556	115,780
Net appreciation (depreciation) in fair value of investments	7,053,752	1,938,332	(3,003,643)
Total investment income/(loss)	7,586,969	2,975,695	(2,215,014)
Total additions	12,252,564	8,583,750	4,691,754
DEDUCTIONS			
Distribution and withdrawals to participants at market value	(13,599,504)	(19,442,270)	(10,387,149)
Total deductions	(13,599,504)	(19,442,270)	(10,387,149)
NET DECREASE	(1,346,940)	(10,858,520)	(5,695,395)
NET ASSETS AVAILABLE FOR BENEFITS			
Beginning of year	44,192,962	55,051,482	60,746,877

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End of year	42,846,022	44,192,962	55,051,482
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The accompanying notes form an integral part of these financial statements.

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

## 1. PLANS DESCRIPTION AND RELATED MATTERS

The following brief description of the Employee Savings and Thrift Plans for Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company, which are centrally administered as the Savings and Thrift Plans (Saudi Arabia) of The Procter & Gamble Company (the "Plans"), is provided for general information purposes only. Participants should refer to each plan agreement for more complete information.

This plan is not subject to any provisions of the United States Employee Retirement Income Security Act of 1974, nor is it qualified under the United States Internal Revenue Code Section 401(a).

### Trustees

The Trustees of the Plans include the chairman of Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company (collectively, the "Companies") and nominated managers of the Companies.

### Eligibility

Any permanent employee who has been on the payrolls of the Companies for more than 12 months is eligible to participate in the Plans.

### Member's accounts

An Employee Account and a Company Account are maintained for each member. The Employee Account includes a member's contributions, decreased by all withdrawals and increased by all repayments of withdrawals. The Company Account includes the total contributions made by the Companies, which were credited to the member's account in accordance with the terms of the Plans. Profits on bank deposits and net dividends are credited to the Employee Account.

### Employee contributions

Basic deductions of 5% of base salary are contributed monthly by the members. The member has the option to invest these contributions in one of the following investment programs offered by the Plans:

- \* Invest the full amount to purchase Procter & Gamble securities.
- \* Invest the full amount in bank deposits.

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EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
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AND MODERN PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

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- \* Invest 50% of the amount to purchase Procter & Gamble securities, and 50% in bank deposits.

The numbers of participating employees under each of the aforementioned programs at December 31, 2003 were 198, 80 and 37 (2002: 279, 96 and 59; 2001: 343, 91 and 62), respectively.

Members may elect to contribute an additional 1% to 10% of their monthly salary. These additional contributions are not matched by the Companies and can only be invested in Procter & Gamble securities.

### Companies' contributions

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The Companies credit each member with an amount ranging from 25% to 100% of the balance in the Employee Account, depending on the member's length of continuous service, with the rate reaching 100% after ten years of continuous service.

### Earnings

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Any occurrence of income from the net dividends earned and credits from forfeitures are utilized to purchase more Procter & Gamble securities. These earnings are allocated on a pro-rata basis to the existing members based on the prior month-end balance of their Plans' assets.

Commission earned from bank deposits is allocated amongst the members of the Plans in proportion to their investments in bank deposits.

### Vesting

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The members are fully vested in their Employee Accounts and Earnings Accounts. Members become vested in the Companies' contributions by 30% after the first three full years from the date of their membership in the Plans, or renewed membership (see Withdrawals), with the rate reaching 100% after ten full years of such membership.

### Withdrawals

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Withdrawals may be made from the member's Employee Account at any time he chooses to, up to the extent of his contributions, the vested portion of the Companies' Contributions and all relevant profits thereon.

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

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The non-vested portion of the Companies' Contributions and relevant

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profits are placed in a frozen account that will continue to be vested according to the vesting schedule. These are paid to the employee on his separation from the Companies unless he meets the criteria for forfeiture (see Forfeitures). The employee may rejoin the Plans after a one-year waiting period from the first withdrawal and a two-year waiting period for every subsequent withdrawal.

### Loans

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An existing member who has at least five years of membership is eligible to borrow from the Plans up to an amount that varies with the member's monthly base salary and length of service. The maximum loan amount cannot exceed 50% of the balance in the Employee's Account (including gains on securities) or six months salary, whichever is lesser. Repayment of the loan is made by monthly payroll deductions. The member may elect to repay the outstanding loan in a lump sum at any time.

### Forfeitures

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When members leave the Plans without the requirement for full vesting (see Vesting) for a reason other than transfer out, death or disability, the non-vested Companies' Contributions and relevant profits are forfeited. The forfeited amount is divided amongst the existing members using the same formula as the Companies' Contributions (see Companies Contributions).

### Transferability

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The Plans are 100% transferable between the Companies.

### Costs of the plans

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All administrative costs of the Plans are paid by the Companies.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Basis of combination

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The combined financial statements include the financial statements of all the Plans as stated in Note 1. All significant intercompany transactions and balances have been eliminated in the combination.

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

### Basis of accounting

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The accompanying combined financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The net assets and transactions of the Plans are recorded at fair value.

### Use of estimates

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The preparation of financial statements in conformity with accounting

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principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Plans invest in Procter & Gamble securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with Procter & Gamble securities, it is reasonably possible that changes in the value of Procter & Gamble securities will occur in the near term and that such changes could materially affect the amount reported in the statements of net assets available for benefits.

### Investments

Investments in Procter & Gamble and J.M. Smucker Company securities are valued at the closing price on the New York Stock Exchange. Bank deposits are stated at cost.

### The J.M. Smucker Company Common Stock

In May of 2002, the Jif peanut butter and Crisco shortening brands were spun-off to The Procter & Gamble Company's ("P&G") shareholders and subsequently merged into The J.M. Smucker Company ("Smuckers"). As a result of the spin-off, participants holding P&G common stock received one share of Smuckers stock for every fifty shares of P&G stock. The cost basis of the P&G common stock prior to the Smuckers spin-off was allocated between P&G common stock held and the Smuckers common stock received. Participants are not permitted to purchase additional shares of Smuckers.

### Interest income

Interest income represents interest earned on bank deposits.

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
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AND MODERN PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

### Foreign currency translation

The Plans' primary currency is the Saudi Riyal. Non-Saudi Riyal investments are translated into Saudi Riyals at the exchange rates in effect on the last day of the Plans' year. Earnings on currencies other than the Saudi Riyals are translated at average rates prevailing during the year. Exchange gains or losses for 2003, 2002 and 2001 were not significant.

### Taxes

Currently, there are no personal income taxes in Saudi Arabia. Should they be introduced any time in the future, the Plans require that such taxes be borne by the members.

Dividend payments on Procter & Gamble securities are received net of deduction of withholding taxes by the Government of the United States of America.



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## Class action lawsuit

During March of 2000, a class action lawsuit was filed against P&G, the Companies' parent company, by shareholders of P&G. The class was certified on October 29, 2001 by the United States District Court for the Southern District of Ohio, Western Division (the "Court"), and a settlement of US\$49,000,000 has been approved. The Plans joined the class of plaintiffs on March 29, 2002. During 2003, the Plan received a substantial portion of their settlement to be allocated to participant accounts and any remaining proceeds are expected to be received during the fiscal year 2004.

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned, hereunto duly authorized, on March 26, 2004.

Employee Savings and Thrift Plan (Saudi Arabia)

By: /s/FAHAD A. ALSUKAIT

Fahad A. Alsukait

By: /s/MOHAMMED M. AL-GHAMDI

Mohammed M. Al-Ghamdi

EMPLOYEE SAVINGS AND THRIFT PLANS -  
MODERN INDUSTRIES COMPANY (JEDDAH),  
MODERN INDUSTRIES COMPANY (DAMMAM)  
AND MODERN PRODUCTS COMPANY

COMBINED SUPPLEMENTAL SCHEDULE - STATEMENT OF INVESTMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001  
(Expressed in Saudi Riyals)

	2003			2002		
	Number of shares	Cost	Market value	Number of shares	Cost	Market value
Procter & Gamble securities	100,999	27,120,933	37,819,088	118,951	32,493,550	38,141,784
J.M. Smucker Company securities	1,314	176,922	228,030	2,014	265,120	299,028
	=====					