PROCTER & GAMBLE CO

Form 4

August 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add MCDONALD	*	_	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First)		3. Date of Earliest Transaction	(Check all applicable)		
ONE PROCTER AND GAMBLE PLAZA		GAMBLE	(Month/Day/Year) 08/16/2005	Director 10% Own _X Officer (give title Other (special below) Vice Chair-Global Operations		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45202				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Own		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secı	ırities Acqui	red, Disposed of,	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(
Common Stock	08/16/2005		M	20,544	A	\$ 20.2962	95,181	D	
Common Stock	08/16/2005		F	7,728	D	\$ 53.956	87,453	D	
Common Stock	08/16/2005		F	4,544	D	\$ 53.956	82,909	D	
Common Stock	08/16/2005		M	4,800	A	\$ 21.9407	87,709	D	
Common Stock	08/16/2005		F	1,952	D	\$ 53.956	85,757	D	

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Common Stock	08/16/2005	F	1,010	D	\$ 53.956	84,747	D	
Common Stock	08/16/2005	M	24,774	A	\$ 29.8768	109,521	D	
Common Stock	08/16/2005	F	13,718	D	\$ 53.956	95,803	D	
Common Stock	08/16/2005	F	3,920	D	\$ 53.956	91,883	D	
Common Stock	08/16/2005	M	3,144	A	\$ 37.4778	95,027	D	
Common Stock	08/16/2005	F	2,184	D	\$ 53.956	92,843	D	
Common Stock	08/16/2005	F	341	D	\$ 53.956	92,502	D	
Common Stock						24,014.4613	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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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. Transactic Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Stock Option (right to buy)	\$ 20.2962	08/16/2005		M		20,544 (1)	02/28/1997	03/01/2006	Common Stock	20,544						
Stock Option (right to	\$ 21.9407	08/16/2005		M		4,800 (1)	07/10/1997	07/10/2006	Common Stock	4,800						

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buy)								
Stock Option (right to buy)	\$ 29.8768	08/16/2005	M	24,774 (1)	02/28/1998	02/28/2007	Common Stock	24,774
Stock Option (right to buy)	\$ 37.4778	08/16/2005	M	3,144 (1)	07/09/1998	07/09/2007	Common Stock	3,144

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

08/18/2005

MCDONALD ROBERT A ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Vice Chair-Global Operations

Signatures

ADAM NEWTON as Attorney-In-Fact for Robert A.
McDonald

**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 adjusted for 2-for-1 stock splits on 8/22/97 and 5/21/04.

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