PROCTER & GAMBLE Co

Form 4

December 04, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Ac Martin Riant	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
(Dast)	(1100)	(madie)	(Month/Day/Year)	Director 10% Owner			
ONE PROCTER & GAMBLE			12/02/2013	X Officer (give title Other (specify below)			
PLAZA				GrpPresGlobalBabyFemFamilyCare			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CINCINNATI, OH 45202				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acq	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(A)		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)	
Common Stock	12/02/2013		Code V M	Amount 19	or (D)	Price \$ 81.66	(Instr. 3 and 4) 82,329.746	D	
Common Stock	12/02/2013		F	19 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013		M	33	A	\$ 81.66	82,343.746	D	
Common Stock	12/02/2013		F	33 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013		M	35	A	\$ 81.66	82,345.746	D	

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Common Stock	12/02/2013	F	35 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	34	A	\$ 81.66	82,344.746	D	
Common Stock	12/02/2013	F	34 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	37	A	\$ 81.66	82,347.746	D	
Common Stock	12/02/2013	F	37 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	49	A	\$ 81.66	82,359.746	D	
Common Stock	12/02/2013	F	49 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	45	A	\$ 81.66	82,355.746	D	
Common Stock	12/02/2013	F	45 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	49	A	\$ 81.66	82,359.746	D	
Common Stock	12/02/2013	F	49 (1)	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	55	A	\$ 81.66	82,365.746	D	
Common Stock	12/02/2013	F	55 <u>(1)</u>	D	\$ 81.66	82,310.746	D	
Common Stock	12/02/2013	M	45	A	\$ 81.66	82,355.746	D	
Common Stock	12/02/2013	F	45 (1)	D	\$ 81.66	82,310.746	D	
Common Stock						7,036.1892	I	By Retirement Plan Trustees
Common Stock						686	I	Martin Riant & Fiona R. Riant Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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)	onNumber		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price (Derivative Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	12/02/2013		M		19 (1)	(3)	(3)	Common Stock	19	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		33 (1)	(3)	(3)	Common Stock	33	\$ 0
Restricted Stock Units	<u>(2)</u>	12/02/2013		M		35 (1)	(3)	(3)	Common Stock	35	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		34	<u>(3)</u>	(3)	Common Stock	34	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		37 (1)	<u>(3)</u>	(3)	Common Stock	37	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		49 (1)	<u>(3)</u>	(3)	Common Stock	49	\$ 0
Restricted Stock Units	<u>(2)</u>	12/02/2013		M		45 (1)	(3)	(3)	Common Stock	45	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		49 (1)	<u>(3)</u>	(3)	Common Stock	49	\$ 0
Restricted Stock Units	(2)	12/02/2013		M		55 (1)	(3)	<u>(3)</u>	Common Stock	55	\$ 0

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Restricted

Units

Stock (2) 12/02/2013

M

(3)

(3) Common Stock

45

\$0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

45

(1)

Martin Riant ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

GrpPresGlobalBabyFemFamilyCare

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Martin

Riant 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) Automatic conversion of Restricted Stock Units (RSU's) to withhold for taxes due on dividend equivalents in the form of RSU's settled in common stock.
- 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.
- (3) 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. 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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