PASSERINI FILIPPO

Form 4

August 19, 2009

FORM 4

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

OMB 3235-0287 Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

PASSERINI FILIPPO

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

PROCTER & GAMBLE CO [PG]

(Check all applicable)

(Last) (First) (Middle)

1. Name and Address of Reporting Person *

3. Date of Earliest Transaction

08/17/2009

(Month/Day/Year)

Director 10% Owner Other (specify _X__ Officer (give title below)

ONE PROCTER AND GAMBLE **PLAZA**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Chief Info and Global Svcs Ofc

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CINCINNATI, OH 45202

	ĺ		Person	
(City)	(State)	(Zip) Tabl	e I - Non-Derivative Securities Acquired, Disposed of, or Ben	eficially 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 5. Amount of 6. Transaction(A) or Disposed of (D) Securities Ownersh Code (Instr. 3, 4 and 5) Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	Beneficial Ownership
Common Stock	08/17/2009		F $6\frac{(1)}{2}$ D $\frac{\$}{52.34}$ $\frac{41,699.358}{(2)}$ D	
Common Stock			3,111.7447 I	By Retirement Plan Trustees
Common Stock			1,327.83 I	By daughter Chiara
Common Stock			1,304.833 I	By daughter Marta
			1,326.753 I	

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Common By son Stock Emanuele

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(3)</u>	08/17/2009		A	46.57	<u>(4)</u>	<u>(4)</u>	Common Stock	46.57	\$

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PASSERINI FILIPPO

CINCINNATI, OH 45202

ONE PROCTER AND GAMBLE PLAZA

Chief Info and Global Svcs Ofc

Signatures

Units

/s/ Adam Newton, Attorney-in-Fact for FILIPPO **PASSERINI**

08/19/2009

**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).
- Automatic conversion of Restricted Stock Units ("RSUs") to withhold for taxes due upon dividend equivalents in the form of RSUs **(1)** settled in common stock on 8/17/09.
- (2) Total includes grant of dividend equivalents on 8/17/09 in the form of RSUs settled in common stock.

Reporting Owners 2

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- (3) Dividend equivalents in the form of RSUs for Retirement Restricted Stock Units previously awarded pursuant to Issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (4) These units will 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.