Fregolle Robert L. JR. Form 4 August 17, 2011

## FORM 4

#### OMB APPROVAL

response...

5. Relationship of Reporting Person(s) to

Issuer

9.367

9.367

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I

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
Estimated average burden hours per

January 31,

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

PROCTER & GAMBLE CO [PG]

Symbol

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

Fregolle Robert L. JR.

1. Name and Address of Reporting Person \*

See Instruction

			TROCTER & GAMBLE CO [10]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
			(Month/D	Day/Year)			Direct		10% Owner		
ONE PROCTER & GAMBLE			08/15/2	08/15/2011				_X_ Officer (give title Other (specify			
PLAZA							below)	below) bal Cust. Bus. Dev	Officer		
							Gio	vai Cust. Bus. Dev	. Officei		
(Street)			4. If Amendment, Date Original				6. Individua	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)					Applicable Line)						
								led by One Reporting			
CINCINNA						Form filed by More than One Reporting Person					
							Ferson				
(City)	(State)	(Zip)	Tabl	le I - Non-D	) erivative	Securities	Acquired, Dispo	osed of, or Benefi	cially Owned		
1.Title of	2. Transaction D	nta 2A Dag	amad	3.	4. Securi	tiac	5. Amount of	6 Ownershir	7. Nature of		
Security	(Month/Day/Yea		on Date, if				Securities	Form: Direct			
(Instr. 3)	(Mondia Day) 1 ca	any	on Dute, n	n Date, if TransactionAcquired (A) or Code Disposed of (D)		Beneficially	(D) or	Beneficial			
()		•	/Day/Year)	(Instr. 8)	(Instr. 3,		Owned	Indirect (I)	Ownership		
		`		, ,	,	Í	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						(A) or	Transaction(s	s)			
				Code V	Amount	(D) Pri	(Instr. 3 and	4)			
Common				Couc v	Timount	(D) 11	23,590.337	7			
								D			
Stock							<u>(1)</u>				
									By		
Common									Retirement		
							8,747.5126	5 I	Plan		
Stock									Pian		

Trustees
By daugher

Hannah

By son

Robert

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

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

SEC 1474 (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)	Code	5. Number to for 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 (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	08/15/2011	A	15.05	(3)	(3)	Common Stock	15.05	\$

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fregolle Robert L. JR. ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

Global Cust. Bus. Dev. Officer

## **Signatures**

/s/ Kenneth L. Blackburn, Attorney-in-Fact for ROBERT L. FREGOLLE, JR.

08/17/2011

\*\*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) Total includes grant of dividend equivalents on 8/15/11 in the form of RSUs settled in common stock.
- (2) 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.
- (3) 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.

Reporting Owners 2

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