PROCTER & GAMBLE Co

Form 4

November 26, 2012

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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January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PASSERINI FILIPPO			Symbol		nd Ticker or Trading GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE PRO PLAZA	(First) OCTER AND GA	(Middle) MBLE		'Day/Year)	Transaction	DirectorX Officer (give below)	109	Owner er (specify	
(Street) CINCINNATI, OH 45202			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 Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Securities Acq	uired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			ies Aced of (4 and 3 (A) or	` ′	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	11/21/2012		Code V M	Amount 4,536	(D)	Price \$ 44.2656	(Instr. 3 and 4) 84,140.091	D	
Common Stock	11/21/2012		M	2,286	A	\$ 42.7329	86,426.091	D	
Common Stock	11/21/2012		M	592	A	\$ 42.7329	87,018.091	D	
Common Stock	11/21/2012		M	12,720	A	\$ 49.8594	99,738.091	D	
Common Stock	11/21/2012		M	24,312	A	\$ 51.415	124,050.091	D	

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Common Stock	11/21/2012	M	12,156	A	\$ 51.415	136,206.091	D	
Common Stock	11/21/2012	S	56,602	D	\$ 68.2654 (1)	79,604.091	D	
Common Stock						2,438.83	I	By daughter Chiara
Common Stock						2,415.833	I	By daughter Marta
Common Stock						6,316.4439	I	By Retirement Plan Trustees
Common Stock						2,437.753	I	By son Emanuele

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.2656	11/21/2012		M		4,536	02/26/2002	02/26/2014	Common Stock	4,536
Stock Option (Right to Buy)	\$ 42.7329	11/21/2012		M		2,286	07/09/2002	07/09/2014	Common Stock	2,286
•	\$ 42.7329	11/21/2012		M		592	07/09/2002	07/09/2014		592

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Stock Option (Right to Buy)							Common Stock	
Stock Option (Right to Buy)	\$ 49.8594	11/21/2012	M	12,720	09/15/2002	09/15/2014	Common Stock	12,720
Stock Option (Right to Buy)	\$ 51.415	11/21/2012	M	24,312	02/27/2007	02/27/2014	Common Stock	24,312
Stock Option (Right to Buy)	\$ 51.415	11/21/2012	M	12,156	02/27/2007	02/27/2014	Common Stock	12,156

Reporting Owners

Relationships Reporting Owner Name / Address Other

Officer Director 10% Owner

PASSERINI FILIPPO

ONE PROCTER AND GAMBLE PLAZA Grp Pres-CIO & Global Bus Svcs

CINCINNATI, OH 45202

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for FILIPPO 11/26/2012 **PASSERINI**

> **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).
- Weighted average price of the shares sold. The price range was \$68.32 to \$68.40. Full information regarding the number of shares sold at each separate price available upon request.

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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