

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

May 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Richard L. Antoine

One Procter and Gamble Plaza

OH, Cincinnati 45202

2. Issuer Name and Ticker or Trading Symbol

The Procter and Gamble Company (PG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

N/A

4. Statement for Month/Day/Year

4/30/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Global Human Resources Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	4/30/ 2003		M	6000.0000	A	28.1877	
Common Stock	4/30/ 2003		S	6000.0000	D	90.0000	14509.0000
Common Stock							34939.2706
Common Stock							1050.0000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva-	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red (A) or Dis- posed of (D)	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir-	7. Title and Amount of Underlying Securities	8. P- of vat- Sec- rit
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Dispositive Security	Transaction (Month/Day/Year)	Code	Amount	Exercise Date	Title and Number of Shares
Series A Preferred Stock	2/9/30/2002	A	105.9824	A	4 Common Stock
					105.9824
Series A Preferred Stock	2/12/31/2002	A	34.5884	A	4 Common Stock
					34.5884
Series A Preferred Stock	2/3/31/2003	A	35.9859	A	4 Common Stock
					35.9859
Stock Option (right to buy)	8/4/30/2003	M	6000.0000	D	2/25/95 2/25/04 Common Stock
					6000.00

Explanation of Responses:

1. By daughter, Shannon, as beneficiary of Trust.
2. Higher of \$13.75 or market price of Common Stock.
3. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/02 and 9/30/02.
4. Shares held by Retirement Plan Trustees. If officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
5. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
6. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/02 and 12/31/02.
7. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the plan year 1/1/03 through 3/31/03.
8. Due to the spin-off of a portion of Issuer's business, reporting person's stock option exercise price was adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

SIGNATURE OF REPORTING PERSON

Richard L. Antoine

/S/ RICHARD L. ANTOINE