

GILLETTE CO
Form 425
April 15, 2005

Filed by The Gillette Company
Pursuant to Rule 425 under the
Securities Act of 1933 and deemed
filed pursuant to Rule 14a-12 of
the Securities Exchange Act of 1934

Subject Company: The Gillette Company
Commission File No.: 333-123309

The following slides were presented at a Merger Communication Update for
Associates of The Gillette Company:

The Gillette Company

Merger Communication Update for Associates

April 2005

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Purpose

- =====
- o Provide recap of merger related information currently available to all associates, including
 - Merger Timeline
 - The Transition Team
 - Communication
 - Transition Programs and Associate Support

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The Merger Timeline

- =====
- [x] Announcement of merger
 - [x] Filed joint proxy statement with the SEC
 - | | Hold Gillette & P&G Shareholder meetings
 - | | Obtain Gillette & P&G shareholder approvals
 - | | Obtain antitrust and regulatory agency clearance in various markets around the world
 - | | Close the transaction

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Establishing The Transition Team

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The Gillette Company
Transition Steering Committee

Co-Chair:

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Jim Kilts
Members:

Human Resources:	Ned Guillet
Commercial Operations:	Joe Dooley, Ed Shirley
GTM:	Ed DeGraan, Mike Cowhig, Joe Scalzo
IT@G:	Kathy Lane
Finance:	Chuck Cramb
Legal:	Richard Willard
Strategy & Planning:	Peter Klein

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Establishing The Transition Team

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|--|-------|---|
| | | o Set overall integration and transition direction |
| Gillette Transition Steering Committee | | o Determine the combined organization structure |
| Jim Kilts | | o Field the best team |
| Gillette OpCom | ====> | o Ensure alignment and focus with P&G on what must get done |
| Members | | o Review and approve implementation plans |
| | | o Monitor progress |

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Fielding The Best Team

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We Are Developing A Process With P&G to ...

- o Staff the organization with the best leaders from each company whenever possible ... starting at the top levels of the organization

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- o Involve senior management from both companies in top-to-top discussions/plans
- o Ensure oversight of the process by senior HR leaders... Dick Antoine and Ned Guillet

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Fielding The Best Team

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We Are Developing A Process With P&G to ...

- o Ensure discussions are fact-based and driven by:
 - Vision for future organizational structure and product lines
 - Need for talent upgrades
 - Gaps in succession planning
 - Existing vacancies
 - Anticipated vacancies

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Fielding The Best Team

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We Are Developing A Process With P&G to ...

- o Maintain a focus on diversity ... gender, race, cultural, geographic, business acumen and experience, etc.
- o Move as quickly as possible after the merger is approved

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Communication Will Be Key During This Transition Period

- =====
- o There will always be speculation ... that's because decisions have not been made
 - o When decisions are made, we will let you know
 - o What you hear or read from outside sources is not always true!
 - o We have a full communications calendar planned, with weekly updates that will answer Associates' ongoing questions and provide further information about P&G

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Communication Will Be Key During This Transition Period

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We Will Give You The Facts ...

- o There will be job losses ... about 4 percent of the joint workforce
- o We have created the transition steering team
- o The merger process could take 6-9 months
- o Gillette shareholders will vote on the merger at a special meeting ... sometime after this year's Annual Meeting on May 12
- o Regulatory approval will be the final step in the transaction

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Merger Communication

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- o We have launched the new Gillette-P&G intranet site on Insight to act as the focal point for merger information via
 - Company News, and
 - Gillette/P&G combination website

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Merger Communication

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Merger Communication

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Transition Programs and Associate Support

- =====
- o We have issued guidance to associates and retirees on:
 - >> Severance
 - >> Compensation
 - >> Benefits
 - o We have issued bulletins on various HR issues to associates and retirees
 - o We have provided enhanced support to associates via existing programs

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Transition Programs and Associate Support

- =====
- o There are many questions to which we do not have answers ... yet
 - o When we have the answers ... we will give them to you
 - o In the meantime our best course of action is to remain focused on achieving business results and other key objectives

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FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" within the meaning of the safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Investors are cautioned that such forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of The Gillette Company ("Gillette"), The Procter & Gamble Company ("P&G") and the combined company after completion of the proposed transaction are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, the following risks and uncertainties: those set forth in Gillette's and P&G's filings with the Securities and Exchange Commission

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("SEC"), the failure to obtain and retain expected synergies from the proposed transaction, failure of Gillette and P&G stockholders to approve the transaction, delays in obtaining, or adverse conditions contained in, any required regulatory approvals, failure to consummate or delay in consummating the transaction for other reasons, changes in laws or regulations and other similar factors. Readers are referred to Gillette's and P&G's most recent reports filed with the SEC. Gillette and P&G are under no obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This filing may be deemed to be solicitation material in respect of the proposed merger of Gillette and P&G. On March 14, 2005, P&G filed with the SEC a registration statement on Form S-4, including the preliminary joint proxy statement/prospectus constituting a part thereof. SHAREHOLDERS OF GILLETTE AND SHAREHOLDERS OF P&G ARE URGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC, INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS THAT WILL BE PART OF THE DEFINITIVE REGISTRATION STATEMENT, AS THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The final joint proxy statement/prospectus will be mailed to shareholders of Gillette and shareholders of P&G. Investors and security holders may obtain a free copy of the disclosure documents (when they are available) and other documents filed by Gillette and P&G with the Commission at the Commission's website at www.sec.gov, from The Gillette Company, Prudential Tower, Boston, Massachusetts, 02199-8004, Attention: Office of the Secretary, or from The Procter & Gamble Company, Investor Relations, P.O. Box 599, Cincinnati, OH 45201-0599.

Participants in the Solicitation

Gillette, P&G and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from their respective shareholders in respect of the proposed transactions. Information regarding Gillette's directors and executive officers is available in Gillette's proxy statement for its 2004 annual meeting of shareholders, which was filed with the SEC on April 12, 2004, and information regarding P&G's directors and executive officers is available in P&G's proxy statement for its 2004 annual meeting of shareholders, which was filed with the SEC on August 27, 2004. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.

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