### Edgar Filing: LAFLEY ALAN G - Form 4

LAFLEY A Form 4 August 19,												
FOR	M 4		GEGU	DIFIE					OMB A	APPROVAL		
UNITED STATES S				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check 1 if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Ins 1(b).	rsuant to S (a) of the P	<ul> <li>Washington, D.C. 20549</li> <li>F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940</li> </ul>							January 31, 2005 average urs per 0.5			
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> LAFLEY ALAN G			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]				c	5. Relationship of Reporting Person(s) to Issuer				
(Last)				of Earliest '				(Check all applicable)				
			(Month/Day/Year) 08/17/2009					X Director 10% Owner X Officer (give title Other (specify below) below) COB				
CINCINN	(Street) ATI, OH 45202			nendment, I onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting I	Person		
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Sec	urities Ac	equired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed			4. Securi on(A) or Di (Instr. 3,	ties A spose 4 and (A) or	cquired d of (D) 5)	5. Amount of Securities Beneficially	OwnershipIndirectForm:BeneficDirect (D)Owners	7. Nature of Indirect Beneficial		
Common				Code V	Amount	(D)	Price \$	1,033,680.198				
Stock	08/17/2009			F	209 <u>(1)</u>	D	\$ 52.34	(2) (2)	D			
Common Stock	08/17/2009			М	16	А	\$ 52.34	1,033,696.198	D			
Common Stock	08/17/2009			F	16 <u>(1)</u>	D	\$ 52.34	1,033,680.198	D			
Common Stock								1,506.824	I	By Retirement Plan Trustees		
								715.096	Ι	By Son		

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Common Stock										
Common Stock					6,1	158	3	I	By Trust (	<u>3)</u>
Reminder: Report on a separate line for each class of securities benefici				cially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.						
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)	Code	TransactionDerivative Expiration Date			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	08/17/2009		А	343.516		(5)	(5)	Common Stock	343.516
Restricted Stock Units	<u>(4)</u>	08/17/2009		М	1	16	(5)	(5)	Common Stock	16

## **Reporting Owners**

Units

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	Х		COB			
Signatures						
/s/ Adam Newton, Attorney-in-Fact for ALAN G. LAFLEY			08/19/2009			
<u>**</u> 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).

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- (1) Automatic conversion of Restricted Stock Units (RSUs) to withhold for taxes due upon dividend equivalents granted in the form of RSUs on 8/17/09 settled in common stock.
- (2) Total includes grant of dividend equivalents on 8/17/09 in the form of RSUs settled in common stock.
- (3) By A. G. Lafley Irrevocable Trust II U/A dated March 8, 1999 for benefit of reporting person's children.
- (4) 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.
- (5) 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.