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Check this box if no longer subject to Section 16. Section 16.										3235-0287 January 31, 2005 average urs per			
(Print or Type Responses)													
SHIRLEY EDWARD D Symbo				ssuer Name and Ticker or Trading ol CTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer				
(Last)						nsaction	n		(Check all applicable)				
				th/Day/Year) 0/2011					Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman-Global Beauty				
				mendment, Date Original 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 - No	n-Dei	rivativ	e Sec	urities Aca	uired, Disposed of	. or Beneficia	ally Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed			4. s ionor (In	Securit Dispos 1str. 3, 4	ies A ed of	cquired (A) (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/10/2011			S	3,5	500	D	\$ 65.6372 (1)	72,310.626	D			
Common Stock									49.3292	I	By Child, AES		
Common Stock									50.0743	Ι	By Child, KAS		
Common Stock									98.1089	Ι	By Child, KMS		
Common Stock									24,700.6893 (2)	Ι	By Retirement		

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Plan Trustees

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.

 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne
	Security				Acquired (A) or						Follo Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title N	or Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHIRLEY EDWARD D ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Vice Chairman-Global Beauty					
Signatures								
/s/Kannath I Blackburn Attornay in Es	ot for FI							

/s/ Kenneth L. Blackburn, Attorney-in-Fact for EDWARD D. SHIRLEY

**Signature of Reporting Person

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) Average price of the shares sold. The price range was \$65.56 to \$65.69. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Balance as of 3/31/11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

05/11/2011

Date

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