#### PROCTER & GAMBLE Co

Form 4

December 04, 2013

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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 \* Moeller Jon R

2. Issuer Name and Ticker or Trading Symbol

PROCTER & GAMBLE Co [PG]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

10% Owner Other (specify

ONE PROCTER & GAMBLE

**PLAZA** 

(Month/Day/Year)

12/02/2013

\_X\_\_ Officer (give title below) Chief Financial Officer

(Check all applicable)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

CINCINNATI, OH 45202

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or D (Instr. 3,	curities Acquired r Disposed of (D) . 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2013		Code V F	Amount 223 (1)	. ,	Price \$ 81.66	59,339.289	D	
Common Stock	12/02/2013		M	119	A	\$ 81.66	59,458.289	D	
Common Stock	12/02/2013		F	119 (2)	D	\$ 81.66	59,339.289	D	
Common Stock	12/02/2013		M	134	A	\$ 81.66	59,473.289	D	
Common Stock	12/02/2013		F	134 (2)	D	\$ 81.66	59,339.289	D	

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Common Stock	12/02/2013	M	144	A	\$ 81.66	59,483.289	D	
Common Stock	12/02/2013	F	144 (2)	D	\$ 81.66	59,339.289	D	
Common Stock	12/02/2013	M	164	A	\$ 81.66	59,503.289	D	
Common Stock	12/02/2013	F	164 (2)	D	\$ 81.66	59,339.289	D	
Common Stock	12/02/2013	M	128	A	\$ 81.66	59,467.289	D	
Common Stock	12/02/2013	F	128 (2)	D	\$ 81.66	59,339.289	D	
Common Stock	12/02/2013	F	138 (1)	D	\$ 81.66	4,125.318	I	By Spouse
Common Stock						11,605.0116	I	By Retirement Plan Trustees
Common Stock						12,387.4771	I	By Spouse, By Retirement Plan Trustees

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

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SEC 1474

(9-02)

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)	4. Transaction Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
			Code V	and 5) (A) (D)		Expiration Date	Title	Amount or Number of Shares	

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Restricted Stock Units	(3)	12/02/2013	M	119 (2)	<u>(4)</u>	<u>(4)</u>	Common Stock	119	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013	M	134 (2)	<u>(4)</u>	<u>(4)</u>	Common Stock	134	\$ 0
Restricted Stock Units	<u>(3)</u>	12/02/2013	M	144 (2)	<u>(4)</u>	<u>(4)</u>	Common Stock	144	\$ 0
Restricted Stock Units	(3)	12/02/2013	M	164 (2)	<u>(4)</u>	<u>(4)</u>	Common Stock	164	\$ 0
Restricted Stock Units	(3)	12/02/2013	М	128 (2)	<u>(4)</u>	<u>(4)</u>	Common Stock	128	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Moeller Jon R

ONE PROCTER & GAMBLE PLAZA Chief Financial Officer

CINCINNATI, OH 45202

### **Signatures**

/s/ Sandra T. Lane, Attorney-In-Fact for JON R.
MOELLER
12/04/2013

\*\*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).
- (1) Shares withheld to cover taxes upon vesting of Restricted Stock Grant.
- (2) Automatic conversion of Restricted Stock Units (RSU's) to withhold for taxes due on dividend equivalents in the form of RSU's settled in common stock.
- Original retirement award in the form of RSU's which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ending 6/30/09.
- (4) These units 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.

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