PROCTER & GAMBLE Co

Form 4

August 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction				
(Month/Day/Year) 08/07/2014	Director 10% Owner X_ Officer (give title Other (specify below) Chief Human Resources Officer			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol PROCTER & GAMBLE Co [PG] 3. Date of Earliest Transaction (Month/Day/Year) 08/07/2014 4. If Amendment, Date Original			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial) Ownership		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIstr. 4)			
Common Stock	08/07/2014		M	57	A	\$ 80.595	13,955.995	D			
Common Stock	08/07/2014		F	57	D	\$ 80.595	13,898.995	D			
Common Stock							14,043.8846 (1)	I	By Retirement Plan Trustees		
Common							7	ī	By son		

Noah

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	08/07/2014		A	878		(3)	(3)	Common Stock	878	\$ (
Restricted Stock Units	<u>(2)</u>	08/07/2014		M		57	(3)	(3)	Common Stock	57	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Biegger Mark F

ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH Chief Human Resources Officer

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARK F.
BIEGGER
08/11/2014

**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) Reflects adjustment to PST for period 4/1/2014-6/30/2014.

(2)

Reporting Owners 2

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Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2014.

- (3) 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.
- (4) Converted on 8/7/2014 to common stock to cover taxes withheld on grant of Restricted Stock Units.

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.