PROCTER & GAMBLE Co

Form 4 May 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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SECURITIES 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Pritchard Marc S.

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

(Month/Day/Year) 05/15/2015

Director 10% Owner

6. Individual or Joint/Group Filing(Check

X_ Officer (give title

Other (specify

below)

Chief Brand Officer

(Check all applicable)

ONE PROCTER & GAMBLE **PLAZA**

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CINCINNATI, OH 45202

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities A	Acquired, Disposed	of, or Benefici	ally Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Direct (D)	Ownership
				(A)	Reported	or Indirect	(Instr. 4)
				(A)	Transaction(s)	(I)	

(Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

103,139.9193

Common D (1) Stock

By Common Retirement 28,951.2193 Ι Stock Plan

Common 602 Ι By Wife Stock

By Common 107.032 Ι Daughter Stock **ACP**

Trustees

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Common Stock	107.032	I	Daughter CEP
Common Stock	107.032	I	By Daughter NJP

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

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(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. Transac Code (Instr. 8		5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (I
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	05/15/2015		A	V	132.03		(3)	(3)	Common Stock	132.03	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Pritchard Marc S.			Chief			
ONE PROCTER & GAMBLE PLAZA			Brand			
CINCINNATI, OH 45202			Officer			
Signatures						

05/18/2015 **PRITCHARD**

> **Signature of Reporting Person Date

Explanation of Responses:

/s/ Sandra T. Lane, Attorney-In-Fact for MARC S.

- 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).

Reporting Owners 2

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- (1) Total includes grant of dividend equivalents on May 15, 2015 in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) Dividend equivalents in the form of Retirement RSU's previously awarded pursuant to Issuer's retirement program. All such RSU's represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (3) 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.

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