

Fish Kathleen B
Form 4
August 03, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fish Kathleen B

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction
(Month/Day/Year)

08/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chf Rsch, Dev & Innv Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 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	08/01/2018		M	9,135 A	\$ 72.14 43,591.858 (1)	D	
Common Stock	08/01/2018		S	9,135 D	\$ 80.4974 34,456.858 (2)	D	
Common Stock	08/01/2018		M	17,811 A	\$ 48.17 52,267.858	D	
Common Stock	08/01/2018		S	17,811 D	\$ 80.5838 34,456.858 (3)	D	

I

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Common Stock	15,119.4122 <u>(4)</u>	By Retirement Plan Trustee
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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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	05/15/2018		A	V	31.452		(6)	(6)	Common Stock	31.452
Stock Option (Right to Buy)	\$ 72.14	08/01/2018		M		9,135		09/15/2011	09/15/2018	Common Stock	9,135
Stock Option (Right to Buy)	\$ 48.17	08/01/2018		M		17,811		02/27/2012	02/27/2019	Common Stock	17,811
Restricted Stock Units	(7)	08/02/2018		A		1,099		(6)	(6)	Common Stock	1,099

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fish Kathleen B ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Chf Rsch, Dev & Innv Officer

Signatures

/s/ Robert B. White, attorney-in-fact for Kathleen
B. Fish

08/03/2018

__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) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) Weighted average price of the shares sold. The price range was \$80.497 to \$80.503. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Weighted average price of the shares sold. The price range was \$80.58 to \$80.605. Full information regarding the number of shares sold at each separate price available upon request.
- (4) Reflects adjustment to PST through June 30, 2018.
- (5) Dividend equivalents in the form of Restricted Stock Units (RSUs) previously awarded pursuant to issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock.
- (6) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (7) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2018.

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

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