

Tassel Loic
Form 4
November 19, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tassel Loic

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE Co [PG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
PLAZA

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

11/15/2018

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

President - Europe SMO

(Street)

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

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

CINCINNATI, OH 45202

(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/15/2018 | | S | D | \$ 92.9444 | 7,017.662 (1) | D |
| Common Stock | 11/15/2018 | | S | D | \$ 92.8952 | 6,487.662 | D |
| Common Stock | 11/16/2018 | | M | A | \$ 48.17 | 20,792.662 | D |
| Common Stock | 11/16/2018 | | S | D | \$ 94.4 | 6,487.662 | D |
| Common Stock | 11/16/2018 | | S | D | \$ 94 | 5,987.662 | D |

Edgar Filing: Tassel Loic - Form 4

| | | | | | | | | |
|--------------|------------|---|----|---|----------|------------------------|---|---|
| Common Stock | 11/16/2018 | S | 78 | D | \$ 94.55 | 5,909.662 | D | |
| Common Stock | | | | | | 358.615 ⁽²⁾ | I | By Spouse |
| Common Stock | | | | | | 2,361.319 | I | International Stock Ownership Plan & Pension Plan (Switzerland) |

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.

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. 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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | ⁽³⁾ | 11/15/2018 | | A | V 2.598 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 2.598 |
| Stock Option (Right to Buy) | \$ 48.17 | 11/16/2018 | | M | 14,305 | 02/27/2012 | 02/27/2019 | Common Stock | 14,305 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tassel Loic ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | | | President - Europe SMO | |

Signatures

/s/ Aaron Shepherd, attorney-in-fact for Loic
Tassel

11/19/2018

__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) Total includes shares acquired through the issuer's dividend reinvestment plan.
- (3) 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.
- (4) 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.

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.