

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

September 17, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

R. Kerry Clark
One Procter and Gamble Plaza
OH, Cincinnati 45202

2. Issuer Name and Ticker or Trading Symbol

The Procter and Gamble Company (PG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

N/A

4. Statement for Month/Year

9/13/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice Chairman of the Board and President-Market Dev. and Business Operations

7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				41204
Common Stock				3184.8061
Common Stock				2042
Common Stock				135
Common Stock				135

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call

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Stock Option (right to buy)	Quantity	Grant Date	Code	Amount	Exercise Date	Expiration Date	Title and Number of Shares
Stock Option (right to buy)	91,325	9/13/2002	A	26,250	9/13/2005	9/13/2012	Common Stock 26,250
Stock Option (right to buy)	91,325	9/13/2002	A	104,025	9/13/2005	9/13/2012	Common Stock 104,025

Explanation of Responses:

1. By Norah J. Clark as Custodian for daughter, Alissa.
2. By Norah J. Clark as Custodian for daughter, Heather.
3. Employee stock option granted under Issuer's 2001 Stock Plan.