

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

Clayton C. Daley, Jr.

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)

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

(specify below)

Chief Financial Officer

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	8/1/2002	A	V1110	A1
Common Stock 1	9/13/2002	A	4680	A
Common Stock 1	9/13/2002	A	2287	A49429
Common Stock				92
Common Stock				22029.4707 2

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

1. Title of Derivative Security	2. Conversion	3. Transaction	4. Derivative Security	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. Percentage of
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	For Exercise			Securities Acquired(A) or Disposed of(D)	Expiration Date(Month/Day/Year)	Securities Title and Number of Shares		
	Price of	Derivative	Security	Amount	Exercisable			
	Date	Code	V		Date			
Series A Preferred Stock	3/9/30/2001	A	V	124.6825	A 5	Common Stock	124.6825	6
	4						5	
Series A Preferred Stock	3/12/31/2001	A	V	31.6419	A 5	Common Stock	31.6419	6
	7							
Series A Preferred Stock	3/3/31/2002	A	V	29.5497	A 5	Common Stock	29.5497	6
	8							
Series A Preferred Stock	3/6/30/2002	A	V	77.2667	A 5	Common Stock	77.2667	6
	9							
Stock Option (right to buy)	91.325 9/13/2002	A		54750	A 9/13/05 9/13/12	Common Stock	54750	10

Explanation of Responses:

1. Shares awarded pursuant to Issuer's 2001 Stock Plan.
2. Between 7/1/01 and 6/30/02, reporting person acquired 906.6835 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. Higher of \$13.75 or market price of Common Stock.
4. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/01 and 9/30/01.
5. Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
6. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
7. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
8. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
9. Series A. Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
10. Employee stock option granted under Issuer's 2001 Stock Plan.