

Pritchard Marc S.  
Form 4  
November 14, 2018

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

OMB APPROVAL

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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 \*  
Pritchard Marc S.

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)  
11/13/2018

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

Chief Brand Officer

(Street)  
CINCINNATI, OH 45202

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 11/13/2018                           |  | M                              | 31,140  | A \$ 48.17  | 133,273.8073   | D  |
| Common Stock                    | 11/13/2018                           |  | S                              | 31,140  | D \$ 91.8758  | 102,133.8073   | D  |
| Common Stock                    |                                      |  |                                |   |   | 107.032  | I  |
| Common Stock                    |                                      |  |                                |   |   | 107.032  | I  |
|                                 |                                      |  |                                |   |   |  | By Daughter ACP                            |
|                                 |                                      |  |                                |   |   |  | By Daughter CEP                            |

|                 |  |                           |   |                                      |
|-----------------|--|---------------------------|---|--------------------------------------|
| Common<br>Stock |  | 107.032                   | I | By<br>Daughter<br>NJP                |
| Common<br>Stock |  | 35,845.2607<br><u>(2)</u> | I | By<br>Retirement<br>Plan<br>Trustees |
| Common<br>Stock |  | 602                       | I | By Wife                              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Sec<br>(Instr. 3 and 4) |                 |
|---|--|---|---|--------------------------------------|---|--|--|-----------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date                                 | Title           |
| Series A<br>Preferred<br>Stock                      | <u>(3)</u>   | 09/30/2018                              |   | A                                    | V 157.2293  | <u>(4)</u>   | <u>(4)</u>   | Common<br>Stock |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 48.17   | 11/13/2018                              |   | M                                    | 31,140  | 02/27/2012   | 02/27/2019   | Common<br>Stock |

## Reporting Owners

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

## Signatures

/s/ Aaron Shepherd, attorney-in-fact for Marc S.  
Pritchard

11/14/2018

\_\_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) Weighted average price of the shares sold. The price range was \$91.60 to \$92.10. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Reflects adjustment to PST through September 30, 2018.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.

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.