PROCTER & GAMBLE Co

Form 4 May 13, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Martin Ria	Symbol PROCTER & GAMBLE Co [PG]					l	Issuer (Check all applicable)					
						[PG]						
(Last) (First) (Middle) ONE PROCTER & GAMBLE			3. Date of Earliest Transaction (Month/Day/Year) 05/09/2014						Director 10% OwnerX_ Officer (give title Other (specify			
PLAZA						ľ	below) below) GrpPresGlobalBabyFemFamilyCare					
	4. If Ar	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(M	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
CINCINN	ATI, OH 45202							Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, o									, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)			D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	/ Amo		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	05/09/2014			M	51,3	11 A	A	\$ 53.595	138,801.637 (1)	D		
Common Stock	05/09/2014			S	51,3	11 I	D	\$ 82.7185 (2)	87,490.637	D		
Common Stock	05/12/2014			S	5,42	1 (D	\$ 81.9167	82,070.637	D		
Common Stock									7,175.2794 (3)	I	By Retirement Plan Trustees	

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Martin Common Riant & I 686 Stock Fiona R. Riant Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 onDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to	\$ 53.595	05/09/2014		M		51,311	02/28/2008	02/28/2015	Common Stock	51,311

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Director 10% Owner

Other

Martin Riant

Buy)

ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

GrpPresGlobalBabyFemFamilyCare

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Martin

Riant 05/12/2014

> Date **Signature of Reporting Person

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) Includes dividend reinvestment of 2.789 shares.

Reporting Owners 2

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- (2) Weighted average price of the shares sold. The price range was \$82.68 to \$82.73. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Balance as of 3/31/2014.

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.