## Edgar Filing: PROCTER & GAMBLE Co - Form 4

PROCTER & GA	AMBLE Co									
Form 4 August 19, 2014										
	1							OMB	OMB APPROVAL	
FORM 4	STATES	ES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pure Section 17(a	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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 Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Sheppard Valarie L			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) ONE PROCTER AND GAMBLE PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 08/19/2014				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) Sr VP, Comptroller & Treasurer			
(Street) CINCINNATI, OH 45202			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securities A	cquired, Disposed	of, or Benefic	ially Owned	
Security (Mo (Instr. 3)	Transaction Date onth/Day/Year)	Execution any	n Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock							7,866.008 (1)	D		
Common Stock							2,735.2532	I	By Retirement Plan Trustees	

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.

## Edgar Filing: PROCTER & GAMBLE Co - Form 4

 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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Sheppard Valarie L ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Sr VP, Comptroller & Treasurer				
Signatures							
/s/ Sandra T. Lane, Attorney-In-Fact for Val Sheppard	arie L.		08/19/2014				
**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 on August 15, 2014 in the form of Restricted Stock Units settled in common stock.

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.