#### PROCTER & GAMBLE Co

Form 4

March 03, 2015

## FORM 4

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

OMB Number: 3235-0287

Expires:

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

on, D.C. 20549

January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
Section 16.
Form 4 or

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LAFLEY	ALAN G	Symbol	TER & G			C	Issuer (Che	ck all applicat	
(Last)	(First) (	Middle) 3. Date	of Earliest T	Transaction					,
ONE PRO	OCTER AND GAM		Day/Year) 2015				X Director X Officer (giv below)		
	(Street)	4. If Am	nendment, D	ate Origina	ıl		6. Individual or J	oint/Group Fi	ling(Check
CINCINN	ATI, OH 45202	Filed(M	onth/Day/Yea	ar)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting More than One	
(City)	(State)	(Zip) Tal	ble I - Non-	Derivative	Secui	rities A	cquired, Disposed o	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	l of	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 Beneficial Ownership (Instr. 4)
Common Stock	02/27/2015		A	84,408	A	\$ 0 (1)	572,369.7406	D	

By

Plan Trustees

By

Plan

3,762.6221

10,395.7719

I

I

Retirement

Retirement

Trustees, By Spouse

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Common Stock	247,359	I	AGL Revocable Trust (2)
Common Stock	10,984.7665	I	By Spouse, DSS Revocable Trust (3)

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.

SEC 1474 (9-02)

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Securi (Instr.	nt 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		Amount or Number of Shares		

## **Reporting Owners**

Lafley

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

Reporting Owner Name / Address	Relationships						
topotong o mor rame, radices	Director	10% Owner	Officer	Other			
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	X		COB, Pres. & CEO				
Signatures							

\*\*Signature of Reporting Person Date

2 Reporting Owners

03/03/2015

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## **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) Restricted Stock Units awarded pursuant to Issuer's 2014 Stock and Incentive Compensation Plan.
- (2) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (3) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.

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.