

Edgar Filing: PROCTER & GAMBLE CO - Form 4

Series A Preferred Stock	12/31/2002	2	A	V	35.4005	A	3	Common Stock	35.4005	4.0
Series A Preferred Stock	3/31/2003	5	A	V	36.8308	A	3	Common Stock	36.8308	4.0

Explanation of Responses:

1. Higher of \$13.75 or market price of Common Stock.
 2. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/02 and 12/31/02.
 3. 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.
 4. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
 5. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the plan year 1/1/03 through 3/31/03.
- SIGNATURE OF REPORTING PERSON
Stephen N. David
/S/ E. J. WUNSCH -- As Attorney-in-Fact for Stephen N. David