#### PROCTER & GAMBLE CO

Form 4

August 07, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

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

PROCTER & GAMBLE CO [PG]

Symbol

1(b).

(Print or Type Responses)

STENGEL JAMES R

1. Name and Address of Reporting Person \*

See Instruction

	PROCTER & GAMBLE CO [PG]					(Check all applicable)						
(Last) (First) (Middle)  ONE PROCTER AND GAMBLE PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2006					Director 10% Owner Some of the control of the con				
				endment, Da nth/Day/Year	_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CINCINNA						Form filed by More than One Reporting Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	any		med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/03/2006			A	1,149 (1)	A	(1)	27,352.184 (2)	D			
Common Stock								110	I	By Daughter		
Common Stock								13,143.7725 (3)	I	By Retirement Plan Trustees		
Common Stock								130	I	By Son		

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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)

8. F Der Sec (Ins

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of				
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration Date		Underlying Securities			
Security	or Exercise		any	Code Securities			(Month/Day/Year)		(Instr. 3 and 4)			
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	Instr. 8) Acquired (A)							
	Derivative			or Disposed of								
	Security				(D) (Instr. 3, 4,							
						and 5)	г,					
						und e)						
								Date	Evniration		Amount	
								Exercisable	Expiration Date	Title	or Number	
				Code	V	(A)	(D)	2.1010134010	2		of Shares	
							` ′					
Series A										~		
Preferred	\$ 0 (4)	06/30/2006(5)		Α	V	1.9886		(6)	(6)	Common	1.9886	
Stock	¥	00,20,2000			•	1.,,000		_	_	Stock	1.,, 500	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STENGEL JAMES R ONE PROCTER AND GAMBLE PLAZA

Global Marketing Officer

### **Signatures**

CINCINNATI, OH 45202

Susan S. Whaley as Attorney-in-Fact for JAMES R. STENGEL

EL 08/07/2006

\*\*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) Award in the form of RSUs. Amount and price computed per benefit formula for plan year ended June 30, 2006.
- (2) Total reflects grant of dividend equivalents in the form of RSUs on May 15, 2006, pursuant to Issuer's 2003 Non-Employee Director s' Stock Plan.
- (3) Holdings as of June 30, 2006.
- (4) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.

**(5)** 

Reporting Owners 2

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Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/06 through 6/30/06.

- (6) 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.
- (7) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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.