Geissler Werner Form 4 January 15, 2009

### FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

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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 Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Geissler Werner Issuer Symbol PROCTER & GAMBLE CO [PG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify ONE PROCTER & GAMBLE 01/13/2009 below) below) **PLAZA** Vice Chairman - GO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45202 Person

							i cison		
(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	ve Sec	urities Acc	quired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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	01/13/2009		M	237	A	\$ 59.655	159,236.9636 (1)	D	
Common Stock	01/13/2009		F	237	D	\$ 59.655	158,999.9636	D	
Common Stock							4,533.403	I	By Retirement Plan Trustees
Common Stock							1,983	I	By Spouse

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities Acquires or Dispos (D)	(Instr. 3, 4,		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
Restricted Stock Units	<u>(2)</u>	01/13/2009		A	1,649		(3)	(3)	Common Stock	1,649
Restricted Stock Units	(2)	01/13/2009		M		237	(5)	(5)	Common Stock	237
Series A Preferred Stock	\$ 0 (6)						<u>(7)</u>	<u>(7)</u>	Common Stock	369.8577

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Geissler Werner ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Vice Chairman - GO				
Signatures							
/s/ Susan S. Whaley, Attorney-in-Fact for GEISSLER	WERNER		01/15/2009				

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*Signature of Reporting Person

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects adjusted balance after deducting common shares that were inadvertently contributed to retirement account.

Reporting Owners 2

Date

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- (2) Each restricted stock unit represents a contingent right to receive one share of Procter & Gamble common stock.
- (3) These units will deliver in shares one year following retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (4) RSU's allocated pursuant to Retirement Plan provisions.
- (5) Converted on 1/13/09 to common stock to cover taxes withheld on grant of RSUs.
- (6) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of common stock.
- (7) 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.
- (8) Holdings as of 1/13/09. Reflects adjusted balance after deducting preferred shares that were inadvertently contributed to retirement account.

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.