Nagrath Moheet Form 4 September 19, 2011

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

OMB APPROVAL

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

SECURITIES 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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

Stock

Form 5

obligations

may continue.

(Print or Type Responses)

Name and Address of Reporting Person * Nagrath Moheet			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below) Global Human Resources Officer				
(Last) (First) (Middle) ONE PROCTER AND GAMBLE PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 09/15/2011									
CINCINNA			endment, D nth/Day/Yea	· ·	al		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)	Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 5)	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	09/15/2011			F	Amount 3,127 (1)	(D)	Price \$ 62.44	30,651.94	D			
Common								7,881.0004	I	By Retirement		

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

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Plan Trustees

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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		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration		or Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Global Human Nagrath Moheet ONE PROCTER AND GAMBLE PLAZA Resources CINCINNATI, OH 45202 Officer

Signatures

/s/ Kenneth L. Blackburn, Attorney-in-Fact for MOHEET **NAGRATH**

09/19/2011

**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) Shares withheld to cover taxes upon the vesting of RSUs granted on 9/15/08, 9/15/09 and 9/15/10.

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.

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