#### PROCTER & GAMBLE Co

Form 4

August 05, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires: 2005

**OMB APPROVAL** 

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

obligations

may continue.

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 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PASSERINI FILIPPO			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PROCTER & GAMBLE Co [PG]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
ONE PROCTER AND GAMBLE			08/01/2013	X Officer (give title Other (specify		
PLAZA				below) Grp Pres-CIO & Global Bus Svcs		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI, OH 45202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/02/2013		M	106	A	\$ 81.725	89,556.245	D		
Common Stock	08/02/2013		F	106	D	\$ 81.725	89,450.245	D		
Common Stock							2,750.83	I	By daughter Chiara	
Common Stock							2,727.833	I	By daughter Marta	
Common Stock							2,749.753	I	By son Emanuele	

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By Common 6,513.1454 Retirement Ι Stock (1) Plan Trustees Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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)	5. NumborDerivative Securitie Acquirector Dispote (D) (Instr. 3, and 5)	ve es d (A) sed of	Expiration Date (Month/Day/Year) A) d of		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	(2)	08/01/2013		A	1,586		(3)	(3)	Common Stock	1,586
Restricted Stock Units	<u>(2)</u>	08/02/2013		M		106	(3)	(3)	Common Stock	106

# **Reporting Owners**

**PASSERINI** 

/s/ Sandra T. Lane, Attorney-In-Fact for FILIPPO

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs					
Signatures								

\*\*Signature of Reporting Person Date

Reporting Owners 2

08/05/2013

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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) Reflects adjustment to PST for period 4/1/2013-6/30/2013.
- (2) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2013.
- (3) These units will deliver in shares or cash settlement on retirement from the Company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (4) Converted on 8/2/2013 to common stock to cover taxes withheld on grant of Restricted Stock Units.

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.