PROCTER & GAMBLE Co

Form 4 June 11, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549 Check this box

Number: January 31, Expires: 2005

OMB APPROVAL

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

obligations

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES**

burden hours per response... 0.5

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 * COOK SCOTT D			2. Issuer Symbol	Name ar	nd Ticker or Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer					
			PROCT	ER & C	GAMBLE Co [PG]	(Ch	neck all applicable	e)				
(Last)	(First)	(Middle)	3. Date of	Earliest '	Transaction							
			(Month/D	ay/Year)		_X_ Director						
2632 MAR	INE WAY, N	4S 2475	06/10/20)14		Officer (gi	ve titleOth below)	er (specify				
(Street)			4. If Amendment, Date Original			6. Individual or	6. Individual or Joint/Group Filing(Check					
		Filed(Mon	th/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person							
MOUNTA	IN VIEW, CA	A 94043				Form filed by Person	y More than One Ro	eporting				
(City)	(State)	(Zip)	Table	e I - Non	-Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owne				
1.Title of	2. Transactio	n Date 2A. D	eemed	3.	4. Securities	5. Amount of	6. Ownership	7. Natur				
Security	(Month/Day/	Vear) Evecu	tion Date if	Transa	etionAcquired (A) or	Securities	Form: Direct	Indirect				

(City)	(State) (2	(State) 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. Transactio Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) o l 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	06/10/2014		A	390	A	\$ 0 (1)	49,404.438 (2)	D			
Common Stock							32,000	I	By Family Trust (3)		
Common Stock							559.5001 <u>(4)</u>	I	By Spouse		

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.

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt 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	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
							Expiration Date		or Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director COOK SCOTT D

2632 MARINE WAY, MS 2475 X **MOUNTAIN VIEW, CA 94043**

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Mr. 06/11/2014 Cook

> **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) Stock Units awarded pursuant to Issuer's 2013 Non-Employee Directors' Stock Plan.
- Total includes grant of dividend equivalents in the form of RSUs on May 15, 2014, pursuant to issuer's 2013 Non-Employee Directors' Stock Plan.
- (3) Scott D. Cook and Helen Signe Ostby, Trustees, for the Scott D. Cook and Helen Signe Ostby 1993 Family Trust.
- (4) Balance includes shares acquired through Issuer's dividend reinvestment plan.

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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