PROCTER & GAMBLE Co

Form 4

August 19, 2014

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAFLEY ALAN G			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE PROCTI PLAZA	ER AND G	AMBLE	(Month/Day/Year) 08/19/2014	_X_ Director 10% Owner Specify below) COB, Pres. & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI	I, OH 45202	2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) o 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							634,555.3346 (1)	D	
Common Stock							3,434.7628	I	By Retirement Plan Trustees
Common Stock							10,162.8268	I	By Retirement Plan Trustees, By

Spouse

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Common Stock	1,620.138	I	AFL Revocable Trust (2)
Common Stock	134,175	I	AGL Revocable Trust (3)
Common Stock	10,989.7665	I	By Spouse, DSS Revocable Trust (4)
Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly. Persons who respond to the coll	ection of	SEC 1474

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

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8) II S A ((Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
coporting of the remove remove	Director	10% Owner	Officer	Other			
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	X		COB, Pres. & CEO				
Signatures							
/s/ Sandra T. Lane, attorney-in-fact for Alan Lafley	G.	08/19	0/2014				

Reporting Owners 2

Date

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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) Total includes grant of dividend equivalents on August 15, 2014 in the form of Restricted Stock Units settled in common stock.
- (2) Alan F. Lafley Revocable Trust, U/A dated February 3, 1998, A.G. Lafley, Trustee, for benefit of reporting person's father.
- (3) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (4) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.

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.