#### PROCTER & GAMBLE Co

Form 4

August 19, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average 0.5

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAFLEY ALAN G			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (Fir	(First)	(Middle)	3. Date of Earliest Transaction	(energian applicable)		
ONE PROCTE PLAZA	R AND GA	MBLE	(Month/Day/Year) 08/17/2015	X Director 10% OwnerX Officer (give title Other (specify below) COB, Pres. & CEO		
	(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) Tab	le I - Non-	Derivative Securities 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. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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					571,818.8876 (1)	D	
Common Stock					3,837.4401	I	By Retirement Plan Trustees
Common Stock					10,642.1726	I	By Retirement Plan Trustees, By

Spouse

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Reminder: Report on a separate line for each class of securities ber	neficially owned directly or indirectly.  Persons who respond to the coll	ection of	SEC 1474
Common Stock	10,984.7665	I	By Spouse, DSS Revocable Trust (3)
Common Stock	247,359	I	AGL Revocable Trust (2)

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

number.

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

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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. Transa Code (Instr.		nDerivative		Expiration Date (Month/Day/Year)		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>(4)</u>	08/17/2015		A	V	21.057		<u>(5)</u>	<u>(5)</u>	Common Stock	21.057	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	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	/2015				
**Signature of Reporting Person		Da	ite				

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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 17, 2015 in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (3) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.
- Dividend equivalents in the form of Retirement RSU's previously awarded pursuant to Issuer's retirement program. All such RSU's represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (5) 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.

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.