

MCDONALD ROBERT A
Form 4
August 15, 2012

FORM 4

**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 Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD ROBERT A

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COB, Pres. & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2012		M		39,399	A	\$ 66.6247
Common Stock	08/13/2012		S		32,276	D	\$ 66.6241 <u>(1)</u>
Common Stock	08/14/2012		M		102,951	A	\$ 66.6
Common Stock	08/14/2012		S		84,339	D	\$ 66.6
Common Stock	08/14/2012		M		18,684	A	\$ 66.6

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Common Stock	08/14/2012	S	14,906	D	\$ 66.6 <u>(2)</u>	115,014.406	D	
Common Stock						68,633	I	By RAM Revocable Trust
Common Stock						36,212.741	I	By Retirement Plan Trustees

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and 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 of Number of Shares
Stock Option (Right to Buy)	\$ 45.6625	08/13/2012		M	39,399	09/13/2005 09/13/2012	Common Stock	39,399	
Stock Option (Right to Buy)	\$ 45.6625	08/14/2012		M	102,951	09/13/2005 09/13/2012	Common Stock	102,951	
Stock Option (Right to Buy)	\$ 45.6625	08/14/2012		M	18,684	09/13/2005 09/13/2012	Common Stock	18,684	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			COB, Pres. & CEO	

MCDONALD ROBERT A
ONE PROCTER AND GAMBLE PLAZA
CINCINNATI, OH 45202

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for ROBERT A.
MCDONALD

08/15/2012

__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) Weighted average price of the shares sold. The price range was \$66.60 to \$66.6701. Full information regarding the number of shares sold at each separate price available upon request.
 - (2) Weighted average price of the shares sold. The price range was \$66.60 to \$66.6001. Full information regarding the number of shares sold at each separate price available upon request.

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