PROCTER & GAMBLE Co

Form 4

August 24, 2012

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso PASSERINI FILIPPO	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle	3. Date of Earliest Transaction			
ONE PROCTER AND GAMBLE PLAZA	(Month/Day/Year) 08/23/2012	Director 10% Owner _X_ Officer (give title Other (specify below) Grp Pres-CIO & Global Bus Svcs		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45202		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Benefici	ally 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)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/23/2012		M	6,924	A	\$ 27.8	86,309.421	D	
Common Stock	08/23/2012		S	6,924	D	\$ 66.7	79,385.421	D	
Common Stock	08/23/2012		M	1,794	A	\$ 27.8	81,179.421	D	
Common Stock	08/23/2012		S	1,794	D	\$ 66.7	79,385.421	D	
Common Stock							2,438.83	I	By daughter Chiara

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Common Stock	2,415.833	I	By daughter Marta				
Common Stock	5,630.9121	I	By Retirement Plan Trustees				
Common Stock	2,437.753	I	By son Emanuele				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.		SEC 1474 (9-02)				

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Securities		ve 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
Stock Option (Right to Buy)	\$ 27.8	08/23/2012		M		6,924	07/10/2003	07/10/2015	Common Stock	6,924
Stock Option (Right to Buy)	\$ 27.8	08/23/2012		M		1,794	07/10/2003	07/10/2015	Common Stock	1,794

Reporting Owners

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

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Signatures

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

08/24/2012

**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).

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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