

PROCTER & GAMBLE Co

Form 4

August 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moeller Jon R

(Last) (First) (Middle)

ONE PROCTER & 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)
08/03/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	08/03/2016		M		58,720	A	\$ 63.49	164,269.249	D
Common Stock	08/03/2016		M		56,709	A	\$ 66.18	220,978.249	D
Common Stock	08/03/2016		M		97,572	A	\$ 48.17	318,550.249	D
Common Stock	08/03/2016		M		18,169	A	\$ 63.49	27,339.944	I By Spouse
Common Stock	08/03/2016		M		17,980	A	\$ 66.18	45,319.944	I By Spouse

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Common Stock	08/03/2016	M	23,441	A	\$ 48.17	68,760.944	I	By Spouse
Common Stock	08/03/2016	S	58,720	D	\$ 85.94 (1)	259,830.249	D	
Common Stock	08/03/2016	S	56,709	D	\$ 85.94 (1)	203,121.249	D	
Common Stock	08/03/2016	S	97,572	D	\$ 85.94 (1)	105,549.249 (2)	D	
Common Stock	08/03/2016	S	18,169	D	\$ 85.94 (1)	50,591.944	I	By Spouse
Common Stock	08/03/2016	S	17,980	D	\$ 85.94 (1)	32,611.944	I	By Spouse
Common Stock	08/03/2016	S	23,441	D	\$ 85.94 (1)	9,170.944 (2)	I	By Spouse
Common Stock						14,203.8064 (3)	I	By Retirement Plan Trustees
Common Stock						15,104.8117 (3)	I	By Spouse, 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

Restricted Stock Units	(4)	05/16/2016	A	V	96.064	(5)	(6)	Common Stock	96
Stock Option (Right to Buy)	\$ 63.49	08/03/2016	M		58,720	02/28/2010	02/28/2017	Common Stock	58
Stock Option (Right to Buy)	\$ 66.18	08/03/2016	M		56,709	02/28/2011	02/28/2018	Common Stock	56
Stock Option (Right to Buy)	\$ 48.17	08/03/2016	M		97,572	02/27/2012	02/27/2019	Common Stock	97
Stock Option (Right to Buy)	\$ 63.49	08/03/2016	M		18,169	02/28/2010	02/28/2017	Common Stock	18
Stock Option (Right to Buy)	\$ 66.18	08/03/2016	M		17,980	02/28/2011	02/28/2018	Common Stock	17
Stock Option (Right to Buy)	\$ 48.17	08/03/2016	M		23,441	02/27/2012	02/27/2019	Common Stock	23
Restricted Stock Units	(7)	08/04/2016	A		1,664	(8)	(8)	Common Stock	1
Restricted Stock Units	(9)	08/04/2016	A		178	(8)	(8)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moeller Jon R ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Chief Financial Officer	

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for JON R.
MOELLER

08/05/2016

__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 \$85.71 to \$86.29. Full information regarding the number of shares sold at each separate price available upon request.
 - (2) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
 - (3) Reflects adjustment to PST through June 30, 2016.
 - (4) Dividend equivalents in the form of Retirement Restricted Stock Units (RSUs) previously awarded pursuant to Issuer's retirement program. All such RSUs 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.
 - (6) 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.
 - (7) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2016.
 - (8) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
 - (9) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2016.

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.