

PROCTER & GAMBLE CO  
Form 3/A  
October 14, 2005

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
KILTS JAMES M		(Month/Day/Year)	PROCTER & GAMBLE CO [PG]	
(Last)	(First)	(Middle)	10/11/2005	
ONE PROCTER AND GAMBLE PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	10/11/2005
CINCINNATI, OH 45202			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice-COB-Gillette	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	39,827.8725 <sup>(1)</sup>	D	^
Common Stock	682.5 <sup>(1)</sup>	I	By Daughter
Common Stock	1,603.7775 <sup>(1)</sup>	I	By Savings Plan Trust-401(K)
Common Stock	97.5 <sup>(1)</sup>	I	By Son
Common Stock	28,542.15 <sup>(1)</sup>	I	The Atlas Heritage Foundation

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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- (2) Allocated to the accounts of participants since 8-15-1996 under Gillette's Supplemental Savings Plan - an excess benefit plan within the definition of Rule 16b(3). These transactions are exempt under Rule 16b.
- (3) These stock units were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 stock units of Issuer for each stock unit of Gillette.
- (4) 1-for-1
- (5) Option assumed by Issuer pursuant to merger agreement between Issuer and The Gillette Company and replaced with option to purchase Issuer shares at exchange ratio of .975 shares of Issuer stock for each share of Gillette stock.
- (6) This option becomes exercisable as to 500,000 shares on October 6, 2006 and becomes exercisable as to the remaining 500,000 shares on October 6, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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