

PROCTER & GAMBLE CO
Form 3/A
July 07, 2006

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 and Ticker or Trading Symbol	
KILTS JAMES M		(Month/Day/Year)	PROCTER & GAMBLE CO [PG]	
(Last)	(First)	(Middle)	10/11/2005	
120 PARK AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	10/11/2005
NEW YORK, NY 10017			<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	40,842.922 ⁽¹⁾ ₍₂₎	D	K
Common Stock	30,742.15 ⁽¹⁾ ₍₃₎	I	Atlas Heritage Foundation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	06/16/2006	06/15/2015	Common Stock	780,000 <u>(4)</u>	\$ 53.2923 <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILTS JAMES M 120 PARK AVE NEW YORK, NY 10017	Â X	Â	Â Vice COB-Gillette	Â

Signatures

/s/Susan S. Whaley as Attorney-in-Fact for James M. Kilts
07/07/2006

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 shares of Issuer stock for each share of Gillette stock.
- (2) Total reflects the addition of 1,015.05 shares that were inadvertently omitted from Reporting Person's original Form 3.
- (3) Total reflects the addition of 2,200 shares that were inadvertently omitted from Reporting Person's original Form 3.
- (4) 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.
- (5) Due to a typographical error, the exercise price in column 4 of Reporting Person's original Form 3 was incorrectly listed.

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.