### Edgar Filing: PROCTER & GAMBLE Co - Form 4

PROCTER Form 4 May 17, 20	ЛЛ		~~~~~	OMB AF	PPROVAL	
	••••• UNITED STATE	S SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	nger			Expires:	January 31,	
	16. or		Estimated a burden hou response	ours per		
Form 5 obligations may continue. See Instruction 1(b). 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)					
	Address of Reporting Person <u>*</u> NI FILIPPO	2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of F Issuer	Reporting Pers	son(s) to	
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
. ,	CTER AND GAMBLE	(Month/Day/Year) 05/15/2013	Director 10% Owner X Officer (give title Other (specify below) Grp Pres-CIO & Global Bus Svcs			
CINCINN	(Street) ATI, OH 45202	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Pe	rson	
(City)	(State) (Zip)	Table I - Non-Derivative Securities Ac	Person	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	any		5. Amount of 6. Securities O Beneficially For Owned D Following on Reported (I	. 77 Dwnership I orm: H Direct (D) C r Indirect (	7. Nature of ndirect Beneficial Ownership Instr. 4)	
Common Stock	05/15/2013	F $14 \frac{(1)}{2}$ D $\frac{$}{80.25}$	90,190.245 (2)	)		
Common Stock			2,750.83 I		By daughter Chiara	
Common Stock			2,727.833 I		By daughter Marta	
Common Stock			2,749.753 I		By son Emanuele	
Common Stock			6,448.9989 I (3)	Ι	By Retirement Plan	

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Trustees

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration D	ate	Underlying S	Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(In
	Derivative				or Disposed of					
	Security				(D)					
	2				(Instr. 3, 4,					
					and 5)					
						D (	<b>F</b> • .•		Amount	
						Date	Expiration	Title	or	
						Exercisable	Date		Number	
				Code V	(A) (D)				of Shares	
Restricted										
	(4)	05/15/2012			07 472	(5)	(5)	Common	07 472	
Stock	<u>(4)</u>	05/15/2013		А	97.473	(5)	(3)	Stock	97.473	
Units								Stook		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships			
	Director	10% Owner	Officer	Other
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs	
Signatures				
/s/ Sandra T. Lane, Attorney-In-Fact for FILII PASSERINI	PPO		05/17/2013	
**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) Automatic conversion of RSUs to withhold for taxes due on dividend equivalents granted in the form of RSUs settled in common stock on 2/15/2013.
- (2) Total includes grant of dividend equivalents on 5/15/2013 in the form of RSUs settled in common stock.
- (**3**) Balance as of 3/31/2013.
- (4)

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Dividend equivalents in the form of RSUs for Retirement Restricted Stock Units 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.

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.