PROCTER & GAMBLE Co

Form 4

Common

Stock

November 19, 2013

FORM	1 <u>4</u>					APPROVAL		
	UNITED		URITIES AND EXCHAN /ashington, D.C. 20549	NGE COMMISSION	OMB Number:	3235-0287		
Check the if no long subject to Section 1 Form 4 configation may configure.	ger o STATEM 16. or Filed purs tinue.	suant to Section a) of the Public	ANGES IN BENEFICIAL SECURITIES 1 16(a) of the Securities Experiment Company Actives the Security Holding Company Active Transfer Hol	change Act of 1934, Act of 1935 or Section	burden ho response	Estimated average burden hours per response 0.8		
See Instr 1(b).	ruction	30(ii) 01 tile	investment company /tet	01 1740				
(Print or Type l	Responses)							
1. Name and Address of Reporting Person * Fregolle Robert L. JR.			uer Name and Ticker or Trading	5. Relationship o Issuer	5. Relationship of Reporting Person(s) to Issuer			
		PRO	CTER & GAMBLE Co [PC	G] (Che	(Check all applicable)			
ONE PROC PLAZA	(First) (M	(Mont	e of Earliest Transaction h/Day/Year) h/2013	below)	X_ Officer (give title Other (specify			
	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or J Applicable Line) _X_ Form filed by		Person		
CINCINNA	ATI, OH 45202			Person	wiore than one	Reporting		
(City)	(State)	(Zip) T	able I - Non-Derivative Securit	ies Acquired, Disposed o	of, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution		Code Disposed of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock			()	34 877 731	D			
Common Stock				9.367	I	By daugher Hannah		
Common Stock				9.367	I	By son Robert		

Ву

Plan Trustees

8,430.7535

(2)

Ι

Retirement

Edgar Filing: PROCTER & GAMBLE Co - Form 4

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)

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)	4. Transa Code (Instr.	action 8)	5. Number of nDerivative 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 Securities (Instr. 3 and 4)	
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(3)	09/30/2013(4)	A		204.4527	<u>(5)</u>	<u>(5)</u>	Common Stock	204.452
Restricted Stock Units	<u>(6)</u>	11/15/2013	A	V	34.53	<u>(7)</u>	<u>(7)</u>	Common Stock	34.53

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fregolle Robert L. JR.

ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

Global Cust. Bus. Dev. Officer

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for ROBERT L. FREGOLLE, JR.

11/19/2013

**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) Total includes grant of dividend equivalents on November 15, 2013 in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) Balance as of 9/30/2013.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.

Reporting Owners 2

Edgar Filing: PROCTER & GAMBLE Co - Form 4

- (4) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions for the 3-month period ending 9/30/2013.
- (5) Shares held by Retirement Plan Trustees. If employee terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (6) Dividend equivalents in the form of Retirement RSU's previously awarded pursuant to Issuer's retirement program. All such RSU's represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (7) These units 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.