

PROCTER & GAMBLE Co
Form 4
February 25, 2014

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Riant

(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)
02/24/2014

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)
GrpPresGlobalBabyFemFamilyCare

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)
Common Stock	02/24/2014		F	V Amount 2,216 (1)	(D) Price \$ 78.4 (2)	D	
Common Stock					7,102.9109 (3)	I	By Retirement Plan Trustees
Common Stock					686	I	Martin Riant & Fiona R. Riant Trust (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)	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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	An Nu Sh
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(5)</u>	02/18/2014		A V	112.103		<u>(8)</u>	<u>(8)</u>	Common Stock	1
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		316.47	<u>(8)</u>	<u>(8)</u>	Common Stock	
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		685.496	<u>(8)</u>	<u>(8)</u>	Common Stock	6
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,187.801	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,247.132	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,218.302	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,315.945	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,769.766	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,621.218	<u>(8)</u>	<u>(8)</u>	Common Stock	1,
Restricted Stock Units	<u>(6)</u>	02/24/2014		D ⁽⁷⁾		1,760.708	<u>(8)</u>	<u>(8)</u>	Common Stock	1,

Restricted Stock Units	(6)	02/24/2014	D(7)	1,992.974	(8)	(8)	Common Stock	1,
Restricted Stock Units	(6)	02/24/2014	D(7)	1,629	(8)	(8)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Riant ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			GrpPresGlobalBabyFemFamilyCare	

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Martin Riant
 Riant
 02/25/2014
 **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) RSUs withheld to cover taxes on 2/27/09 award under the issuer's 2001 Stock and Incentive Compensation Plan and on 2/26/10, 2/28/11, 2/29/12 and 2/28/13 awards under the issuer's 2009 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents on February 18, 2014 in the form of RSU's settled in common stock.
- (3) Balance as of 12/31/13
- (4) Martin Riant & Fiona R. Riant Revocable Trust U/A dated 4/7/05
- (5) 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.
- (6) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (7) Disposition to the Issuer pursuant to the Company's Deferred Compensation Plan, based on a price of \$77.86 per share.
- (8) 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.