

PROCTER & GAMBLE Co
Form 4
January 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
LAFLEY ALAN G

(Last) (First) (Middle)

**ONE PROCTER AND 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)
01/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Exec Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/28/2016 | | M | | 145,000 A \$ 63.49 | 717,378.3866 | D |
| Common Stock | 01/28/2016 | | S | | 145,000 D \$ 79.0606 | 572,378.3866 | D |
| Common Stock | 01/28/2016 | | M | | 55 A \$ 63.49 | 572,433.3866 | D |
| Common Stock | 01/28/2016 | | S | | 55 D \$ 80 | 572,378.3866 | D |
| Common Stock | 01/29/2016 | | M | | 144,945 A \$ 63.49 | 717,323.3866 | D |

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| Common Stock | 01/29/2016 | S | 144,945 | D | \$ 80.0033 (2) | 572,378.3866 | D | |
|--------------|------------|---|---------|---|----------------------|--------------|---|--|
| Common Stock | | | | | | 247,359 | I | AGL Revocable Trust (3) |
| Common Stock | | | | | | 10,984.7665 | I | By Spouse, DSS Revocable Trust (4) |
| Common Stock | | | | | | 4,147.1598 | I | By Retirement Plan Trustees |
| Common Stock | | | | | | 10,782.49 | I | By Retirement Plan Trustees, By Spouse |

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.

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(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) (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 of Number of Shares |
| Stock Option (Right to Buy) | \$ 63.49 | 01/28/2016 | | M | 145,000 | 02/28/2010 02/28/2017 | Common Stock 145,000 |
| Stock Option (Right to Buy) | \$ 63.49 | 01/28/2016 | | M | 55 | 02/28/2010 02/28/2017 | Common Stock 55 |
| | \$ 63.49 | 01/29/2016 | | M | 144,945 | 02/28/2010 02/28/2017 | 144,945 |

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202 | X | | Exec Chairman of the Board | |

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Alan G.
Lafley

01/29/2016

__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) Weighted average price of the shares sold. The price range was \$79.86 and \$79.98. Full information regarding the number of shares sold at each separate price available upon request.
 - (2) Weighted average price of the shares sold. The price range was \$80.00 to \$80.18. Full information regarding the number of shares sold at each separate price available upon request.
 - (3) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
 - (4) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.

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.