

PROCTER & GAMBLE Co
Form 3
March 11, 2016

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 | |
| Â Pierce Charles E | | (Month/Day/Year) | PROCTER & GAMBLE Co [PG] | |
| (Last) | (First) | (Middle) | 03/01/2016 | |
| ONE PROCTER & GAMBLE PLAZA | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CINCINNATI,Â OHÂ 45202 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Group President Global Groomin | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 11,956.668 | D | Â |
| Common Stock | 40,058.7494 | I | By Retirement Plan Trustee |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,750.032 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,553.468 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,633.558 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,503.28 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,642.281 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,586.554 | \$ <u>(7)</u> | D | Â |
| Stock Option (Right to Buy) | 02/28/2010 | 02/28/2017 | Common Stock | 55,127 | \$ 63.49 | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,461.548 | \$ <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | 02/28/2011 | 02/28/2018 | Common Stock | 55,909 | \$ 66.18 | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,541.091 | \$ <u>(9)</u> | D | Â |
| Stock Option (Right to Buy) | 02/27/2012 | 02/27/2019 | Common Stock | 72,660 | \$ 48.17 | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 2,042.395 | \$ <u>(10)</u> | D | Â |
| Stock Option (Right to Buy) | 09/15/2012 | 09/15/2019 | Common Stock | 29,657 | \$ 55.03 | D | Â |
| Restricted Stock Units | 02/26/2013 | 02/26/2020 | Common Stock | 63,212 | \$ 63.28 | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,740.899 | \$ <u>(11)</u> | D | Â |
| Stock Option (Right to Buy) | 09/15/2013 | 09/15/2020 | Common Stock | 31,714 | \$ 61.11 | D | Â |
| Restricted Stock Units | 02/28/2014 | 02/28/2021 | Common Stock | 79,303 | \$ 63.05 | D | Â |
| Stock Option (Right to Buy) | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,725.246 | \$ <u>(12)</u> | D | Â |
| | 02/28/2015 | 02/28/2022 | | 88,863 | \$ 67.52 | D | Â |

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| Stock Option (Right to Buy) | | | Common Stock | | | | |
|-----------------------------|------------|------------|--------------|-----------|----------|---|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,915.213 | \$ (13) | D | Â |
| Stock Option (Right to Buy) | 02/28/2016 | 02/28/2023 | Common Stock | 105,015 | \$ 76.18 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,546.742 | \$ (14) | D | Â |
| Stock Option (Right to Buy) | 09/13/2016 | 09/13/2023 | Common Stock | 75,621 | \$ 79.05 | D | Â |
| Stock Option (Right to Buy) | 02/28/2017 | 02/28/2024 | Common Stock | 106,789 | \$ 78.66 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,563.285 | \$ (15) | D | Â |
| Stock Option (Right to Buy) | 09/15/2017 | 09/15/2024 | Common Stock | 46,706 | \$ 83.87 | D | Â |
| Stock Option (Right to Buy) | 02/27/2018 | 02/27/2025 | Common Stock | 98,673 | \$ 85.13 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,531.745 | \$ (16) | D | Â |
| Stock Option (Right to Buy) | 09/15/2018 | 09/15/2025 | Common Stock | 56,464 | \$ 69.45 | D | Â |
| Stock Option (Right to Buy) | 02/28/2019 | 02/27/2026 | Common Stock | 109,603 | \$ 80.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Pierce Charles E ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | Â | Â | Â | Group President Global Groomin |

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Charles E. Pierce 03/11/2016

**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 units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

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- (2) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2001.
- (3) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2002.
- (4) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2003.
- (5) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2004.
- (6) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2005.
- (7) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2006.
- (8) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2007.
- (9) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2008.
- (10) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2009.
- (11) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2010.
- (12) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2011.
- (13) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2012.
- (14) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2013.
- (15) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2014.
- (16) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2015.

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Remarks:

Pages 1, 2, 3, & 4 for Charles Pierce Form 3 filed on March 11, 2016. Page 5 filed separately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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