PROCTER & GAMBLE CO Form 425 November 04, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 3, 2008

THE PROCTER & GAMBLE COMPANY

(Exact Name of Registrant as Specified in Charter)

Ohio (State or Other Jurisdiction 1-434 (Commission File Number) 31-0411980 (IRS Employer

of Incorporation)

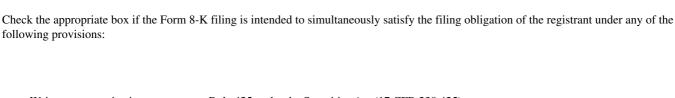
Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio
(Address of Principal Executive Offices)

Registrant s telephone number, including area code: (513) 983-1100

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



- x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- " Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On November 3, 2008, The Procter & Gamble Company (P&G), an Ohio corporation, issued a news release announcing the exchange ratio for its exchange offer related to the separation of P&G s coffee business and the previously announced merger of The Folgers Coffee Company (Folgers) and The J. M. Smucker Company (Smucker), pursuant to which a Smucker subsidiary will merge with and into Folgers, with Folgers surviving as a wholly owned subsidiary of Smucker. A copy of the news release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is being filed with this Current Report on Form 8-K.

Exhibit	
Number	Description
99.1	News Release by The Procter & Gamble Company dated November 3, 2008.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PROCTER & GAMBLE COMPANY

By: /s/ E. J. Wunsch E. J. Wunsch Assistant Secretary November 3, 2008

Exhibit Index

Exhibit

Number Document

99.1 News Release by The Procter & Gamble Company dated November 3, 2008.