GILLETTE CO Form 4 October 04, 2005

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * **COWHING MICHAEL T**

(Middle)

PRUDENTIAL TOWER

(First)

BUILDING - 42

(Street)

2. Issuer Name and Ticker or Trading Symbol

GILLETTE CO [G]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

President GTM

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 021998004

| (City) | (State) (| (Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| G | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock \$1 Par value | 10/01/2005 | | D <u>(1)</u> | 3,071 | D | \$0 | 0 | D | | |
| Common Stock \$1 Par value | 10/01/2005 | | D <u>(1)</u> | 2,320.7 | D | \$0 | 0 | I | By ESOP Trust | |
| Common Stock \$1 Par value | 10/01/2005 | | D <u>(1)</u> | 41,949 | D | \$0 | 0 | I | By Savings Plan Trust - 401(k) | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| Security (Instr. 3) | Price of Derivative Security | | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying S (Instr. 3 and 4 |
|--|------------------------------------|------------|---|-----------------------------------|-----|----------|--|--------------------|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Supplemental Savings Plan Units | (2) | 10/01/2005 | | D | | 10,590.6 | 10/01/2005(3) | 10/01/2005 | Common Stock \$1 Par value |
| Employee StockOption (right to buy) | \$ 32.38 | 10/01/2005 | | D <u>(4)</u> | | 90,000 | 06/19/2004 | 06/18/2013 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 47.345 | 10/01/2005 | | D <u>(4)</u> | | 30,000 | 06/19/1998 | 06/18/2007 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 56.41 | 10/01/2005 | | D <u>(4)</u> | | 35,000 | 06/18/1999 | 06/17/2008 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 46.94 | 10/01/2005 | | D <u>(4)</u> | | 43,000 | 07/15/2000 | 07/14/2009 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 41.625 | 10/01/2005 | | D <u>(4)</u> | | 21,500 | 12/02/2000 | 12/01/2009 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 32.185 | 10/01/2005 | | D <u>(4)</u> | | 35,000 | 02/15/2002 | 02/14/2011 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 28.26 | 10/01/2005 | | D <u>(4)</u> | | 90,000 | 06/21/2002 | 06/20/2011 | Common Stock \$1 Par value |
| Employee Stock Option (right to buy) | \$ 35.58 | 10/01/2005 | | D <u>(4)</u> | | 90,000 | 06/20/2003 | 06/19/2012 | Common Stock \$1 Par value |
| | \$ 43.1 | 10/01/2005 | | D(4) | | 120,000 | 06/17/2005 | 06/16/2014 | |

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| Employee Stock Option (right to buy) | | | | | | | Common Stock \$1 Par value |
|--|----------|------------|--------------|--------|------------|------------|----------------------------------|
| Employee Stock Option (right to buy) | \$ 51.96 | 10/01/2005 | D <u>(4)</u> | 72,000 | 06/16/2006 | 06/15/2015 | Common Stock \$1 Par value |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COWHING MICHAEL T PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004

President GTM

Signatures

By: Carol S. Fischman as Attorney in Fact 10/01/2005

**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).
- Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of (1) The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
- (2) 1-for-1
- (3) These stock units were assumed by The Procter & Gamble Company in the merger and replaced with stock units of The Procter & Gamble Company converted at an exchange ration of .975 per unit.
- (4) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

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