GILLETTE CO Form 4 October 04, 2005

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Common

Stock \$1

Par value

10/01/2005

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DOOLEY JOSEPH F Issuer Symbol GILLETTE CO [G] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify PRUDENTIAL TOWER 10/01/2005 below) below) **BUILDING - 42** President North America (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 021998004 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common Stock \$1 $D^{(1)}$ D 509 D \$0 0 10/01/2005 Par value

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

 $D^{(1)}$

1,227.2 D

\$0

0

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I

By

Savings

-401(k)

Plan Trust

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displays a currently valid OMB control number.

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

1. Title of Derivati Security (Instr. 3)	ve	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Supple Saving Units		<u>(2)</u>	10/01/2005		D	4,661.4	10/01/2005	10/01/2005	Common Stock \$1 Par value	4,
Emplo Stock() (right t	Option	\$ 32.38	10/01/2005		D(3)	95,000	06/19/2004	06/18/2013	Common Stock \$1 Par value	9
Emplo Stock (right t	Option	\$ 47.345	10/01/2005		D(3)	10,000	06/19/1998	06/18/2007	Common Stock \$1 Par value	1
Emplo Stock (right t	Option	\$ 56.41	10/01/2005		D(3)	12,000	06/18/1999	06/17/2008	Common Stock \$1 Par value	1
Emplo Stock (right t	Option	\$ 46.94	10/01/2005		D(3)	20,000	07/15/2000	07/14/2009	Common Stock \$1 Par value	2
Emplo Stock (right t	Option	\$ 41.625	10/01/2005		D(3)	10,000	12/02/2000	12/01/2009	Common Stock \$1 Par value	1
Emplo Stock (right t	Option	\$ 32.03	10/01/2005		D(3)	50,000	06/15/2001	06/14/2010	Common Stock \$1 Par value	5
Emplo Stock (right t	Option	\$ 32.185	10/01/2005		D(3)	35,000	02/15/2002	02/14/2011	Common Stock \$1 Par value	3
Emplo Stock (right t	Option	\$ 28.26	10/01/2005		D(3)	100,000	06/21/2002	06/20/2011	Common Stock \$1 Par value	10
Employ Stock (right t	Option	\$ 35.58	10/01/2005		D(3)	90,000	06/20/2003	06/19/2012	Common Stock \$1 Par value	9
		\$ 43.1	10/01/2005		D(3)	95,000	06/17/2005	06/16/2014		9

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Employee							Common
Stock Option							Stock \$1
(right to buy)							Par value
Employee							Common
Stock Option	\$ 51.96	10/01/2005	$D_{\underline{(3)}}$	76,000	06/16/2006	06/15/2015	Stock \$1
(right to buy)							Par value

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOOLEY JOSEPH F PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004

President North America

Signatures

By: Carol S. Fischman as Attorney in Fact 10/03/2005

**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 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
- (**2**) 1-for-1

the merger.

(3) 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.

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.

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