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PROCTER & GAMBLE CO

Form 3/A October 14, 2005

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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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

response... 0.5

(Print or Type Responses)

Name and Address of Reporting Person * Â KILTS JAMES M			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					
(Last)	(First)	(Middle)	10/11/2005	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date Original Filed(Month/Day/Year) 10/11/2005		
ONE PROC									
(Street) CINCINNATI, OH 45202				_X_ Director 10% Owner _X_ Officer Other (give title below) (specify below) Vice-COB-Gillette			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One		
(City)	(State)	(Zip)	m 11 T 1			- D	Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned						
1.Title of Secur (Instr. 4)	rity		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	*		
Common Sto	ock		39,827.87	25 <u>(1)</u>	D	Â			
Common Sto	ock		682.5 <u>(1)</u>		I	ВуГ	Daughter		
Common Sto	ock		1,603.777	5 (1)	I	By S	avings Plan Trust-401(K)		
Common Sto	ock		97.5 <u>(1)</u>		I	By S	on		
Common Sto	ock		28,542.15	<u>(1)</u>	I	The .	Atlas Heritage Foundation		
Reminder: Report on a separate line for each class of securities beneficiouned directly or indirectly.				cially S	EC 1473 (7-02)			

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Supplemental Svgs Plan Units	(2)	(2)	Common Stock	8,043.555 (3)	\$ (4)	D	Â
Stock Option (right to buy)	06/19/2004	06/18/2013	Common Stock	975,000 (5)	\$ 33.2103	D	Â
Stock Option (right to buy)	01/19/2001	01/18/2011	Common Stock	1,950,000 (5)	\$ 35.0359	D	Â
Stock Option (right to buy)	06/21/2002	06/20/2011	Common Stock	623,402 (5)	\$ 28.9846	D	Â
Stock Option (right to buy)	06/20/2003	06/19/2012	Common Stock	682,500 <u>(5)</u>	\$ 36.4923	D	Â
Stock Option (right to buy)	01/19/2005	01/01/2014	Common Stock	975,000 (5)	\$ 37.2513	D	Â
Stock Option (right to buy)	06/17/2005	06/16/2014	Common Stock	975,000 (5)	\$ 44.2051	D	Â
Stock Option (right to buy)	06/16/2006	06/15/2015	Common Stock	780,000 (5)	\$ 23.2923	D	Â
Stock Option (right to buy)	(6)	10/06/2015	Common Stock	1,000,000	\$ 56.625	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KILTS JAMES M ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	ÂX	Â	Vice-COB-Gillette	Â		

Signatures

CAROL S. FISCHMAN as Attorney-in-Fact for James M. Kilts 10/14/2005

**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).

Reporting Owners 2

⁽¹⁾ These shares were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person rec eived .975 shares of Issuer stock for each share of Gillette stock.

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- (2) Allocated to the accounts of participants since 8-15-1996 under Gillette's Supplemental Savings Plan an excess benefit plan wit hin the definition of Rule 16b(3). These transactions are exempt under Rule 16b.
- (3) These stock units were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 stock units of Issuer for each stock unit of Gillette.
- (4) 1-for-1
- Option assumed by Issuer pursuant to merger agreement between Issuer and The Gillette Company and replaced with option to purchas e Issuer shares at exchange ratio of .975 shares of Issuer stock for each share of Gillette stock.
- (6) This option becomes exercisable as to 500,000 shares on October 6, 2006 and becomes exercisable as to the remaining 500,000 share s on October 6, 2007.

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.