Edgar Filing: Nagrath Moheet - Form 4

Nagrath Moł Form 4											
August 16, 2	_								OMP		
FORM	SECUR	TTIFS A	ND FX	чнл	NGE	COMMISSIO	NT	APPROVAL			
				CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287	
Check this box if no longer			······································						Expires:	January 31,	
subject to Section 1 Form 4 o	6. r	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimate burden h response	Estimated average burden hours per response 0.	
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type I	Responses)										
Nagrath Moheet Sym			Symbol	. Issuer Name and Ticker or Trading mbol ROCTER & GAMBLE Co [PG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Cn	eck all applica	ble)		
			(Month/D 08/15/2	/Day/Year) /2012				Director 10% Owner X Officer (give title Other (specify below) below) Global Human Resources Officer			
			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	n Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) o of (D 4 and (A) or)) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	08/15/2012			Code V F	Amount 3	(D) D	Price \$ 0	30,941.534 (1)	D		
Common Stock								8,835.6765	I	By Retirement Plan Trustees	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) cquired (A) r Disposed of D) nstr. 3, 4,		(Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	08/15/2012		А	36.952	(3)	(3)	Common Stock	36.952	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Nagrath Moheet ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Hur Resources Officer	nan			
Signatures							
/s/ Sandra T. Lane, Attorney-In-Fact for MOH	EET	08/16/20)12				

NAGRATH

**Signature of Reporting Person

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).
- Automatic conversion of Restricted Stock Units ("RSUs") to withhold for taxes due on dividend equivalents granted in the form of RSUs (1)settled in common stock on 8/15/2012.

Date

- Dividend equivalents in the form of RSUs for Retirement Restricted Stock Units previously awarded pursuant to Issuer's retirement (2)program. All such RSUs represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are (3) contributed to reporting person's deferred compensation account.

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.