**Brown Bruce** Form 4

# November 27, 2012 FORM 4

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

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

PROCTER & GAMBLE Co [PG]

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

Symbol

30(h) of the Investment Company Act of 1940

1(b).

**Brown Bruce** 

(Print or Type Responses)

1. Name and Address of Reporting Person \*

								(Clicci	k an applicati	<b>C</b> )	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
			(Month	/Day/Year)	)		-	Director		% Owner	
ONE PRO	MBLE	11/26/	2012			3	_X_ Officer (give	er (specify			
PLAZA						l	below) below)				
								Chief Technology Officer			
		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			
CINCINN	ATI, OH 45202						Ī	Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	2A. Deemed	d	3.	4. Securit	ies Ac	equired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution D	Date, if					Securities	Ownership	Indirect	
(Instr. 3)	, ,	any	Í	Code	(Instr. 3, 4			Beneficially	Form:	Beneficial	
		(Month/Day	y/Year) (Instr. 8)					Owned	Direct (D)	Ownership	
		·						Following	or Indirect	(Instr. 4)	
						(4)		Reported	(I)		
						(A)		Transaction(s)	(Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common				Couc v	Amount	(D)	THEC				
	11/26/2012			M	18,996	A	\$ 51.415	43,212.997	D		
Stock											
							\$				
Common	11/26/2012			S	18,996	D	69.2132	24,216.997	D		
Stock	11/20/2012			S	10,990	ט		24,210.997	D		
							<u>(1)</u>				
										By	
Common										Retirement	
								12,885.6635	I		
Stock										Plan	
										Trustees	
Common											
								30	I	By Spouse	
Stock										_	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactiorDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 51.415	11/26/2012		M	18,996	02/27/2007	02/27/2014	Common Stock	18,996

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Brown Bruce** 

ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Chief Technology Officer

Signatures

/s/ Kenneth L. Blackburn, Attorney-in-Fact for BRUCE BROWN

11/27/2012

\*\*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).
- (1) Weighted average price of the shares sold. The price range was \$69.29 to \$69.2925. Full information regarding the number of shares sold at each separate price available upon request.

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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