#### RODGERS JOHNATHAN A

Form 4

December 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RODGERS JOHNATHAN A

3120 NEWARK STREET, NW

2. Issuer Name and Ticker or Trading Symbol

PROCTER & GAMBLE Co [PG]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/11/2012

(Check all applicable)

(Month/Day/Year)

4. If Amendment, Date Original

Α

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20008

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

12/11/2012

Code V Amount (D) Price 195

\$0

41,131.222 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: RODGERS JOHNATHAN A - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	<b>Expiration Da</b>	ite	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3 and 4)		Own
	Security				Acquired					Follo
	Ĭ				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					`
					4, and 5)					
				~		_				
				Code V	(A) (D)		*	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RODGERS JOHNATHAN A 3120 NEWARK STREET, NW WASHINGTON, DC 20008	X						

# **Signatures**

/s/ Sandra T. Lane, attorney-in-fact for Mr.
Rodgers
12/12/2012

\*\*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) Stock Units awarded pursuant to Issuer's 2003 Non-Employee Directors' Stock Plan.
- (2) Total includes grant of dividend equivalents in the form of RSUs on November 15, 2012, pursuant to issuer's 2003 Non-Employee Directors' Stock Plan.

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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