

PROCTER & GAMBLE Co
Form 3
July 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|--|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FergusonMchugh MaryLynn | | (Month/Day/Year) | PROCTER & GAMBLE Co [PG] | |
| (Last) | (First) | (Middle) | 07/01/2014 | |
| ONE PROCTER & GAMBLE PLAZA | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Group President - Europe | |
| CINCINNATI,Â OHÂ 45202 | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 36,988.7842 | D | Â |
| Common Stock | 134.9927 | I | By Spouse |
| Common Stock | 16,080.7886 | I | By Retirement Plan Trustees |
| Common Stock | 18.467 | I | By Spouse, By Retirement Plan Trustees |
| Common Stock | 2,355.9525 | I | Mary Lynn Ferguson-McHugh Trust ⁽¹⁾ |

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

SEC 1473 (7-02)

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

| 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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 09/24/2004 | 09/24/2016 | Common Stock | 33,958 | \$ 34.5688 | D | Â |
| Stock Option (Right to Buy) | 09/24/2004 | 09/24/2016 | Common Stock | 3,688 | \$ 34.5688 | I | By Spouse |
| Stock Option (Right to Buy) | 02/28/2009 | 02/28/2016 | Common Stock | 46,055 | \$ 60.5 | D | Â |
| Stock Option (Right to Buy) | 02/28/2010 | 02/28/2017 | Common Stock | 48,150 | \$ 63.49 | D | Â |
| Stock Option (Right to Buy) | 02/28/2011 | 02/28/2018 | Common Stock | 35,208 | \$ 66.18 | D | Â |
| Stock Option (Right to Buy) | 02/27/2012 | 02/27/2019 | Common Stock | 51,900 | \$ 48.17 | D | Â |
| Stock Option (Right to Buy) | 02/26/2013 | 02/26/2020 | Common Stock | 55,310 | \$ 63.28 | D | Â |
| Stock Option (Right to Buy) | 02/28/2014 | 02/28/2021 | Common Stock | 67,407 | \$ 63.05 | D | Â |
| Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 37,027 | \$ 67.52 | D | Â |
| Stock Option (Right to Buy) | 02/28/2016 | 02/28/2023 | Common Stock | 39,381 | \$ 76.18 | D | Â |
| Stock Option (Right to Buy) | 02/28/2017 | 02/28/2024 | Common Stock | 49,899 | \$ 78.66 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 816.017 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units <u>(4)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 928.827 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,226.45 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units <u>(6)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,088.006 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units <u>(7)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,170.457 | \$ <u>(7)</u> | D | Â |
| | Â <u>(3)</u> | Â <u>(3)</u> | | 1,343.019 | \$ <u>(8)</u> | D | Â |

| Restricted Stock Units (8) | | | Common Stock | | | | |
|-------------------------------|--------|--------|-----------------|------------|---------|---|--|
| Restricted Stock Units (9) | Â (3) | Â (3) | Common Stock | 1,130.532 | \$ (9) | D | Â |
| Series A Preferred Stock | Â (10) | Â (10) | Common Stock | 7,707.3157 | \$ (10) | I | By Retirement Plan Trustees |
| Series A Preferred Stock | Â (11) | Â (11) | Common Stock | 5.024 | \$ (11) | I | By Spouse, By Retirement Plan Trustees |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FergusonMchugh MaryLynn ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | Â | Â | Â Group President - Europe | Â |

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Ms.
Ferguson-McHugh

07/10/2014

__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).
- (1) Mary Lynn Ferguson-McHugh Trust, U/A dated February 24, 1999, Mary Lynn Ferguson-McHugh Trustee.
- (2) Retirement award granted on 8/2/2007 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2007.
- (3) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (4) Retirement award granted on 8/7/2008 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2008.
- (5) Retirement award granted on 8/6/2009 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2009.
- (6) Retirement award granted on 8/5/2010 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2010.
- (7) Retirement award granted on 8/4/2011 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2011.
- (8) Retirement award granted on 8/2/2012 in the form of Restricted Stock units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2012.
- (9) Retirement award granted on 8/1/2013 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2013.
- (10) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
- (11) Series A Preferred Stock allocated to spouse's Retirement Plan Account pursuant to Retirement Plan provisions.

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