

PROCTER & GAMBLE Co
 Form 4
 February 29, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Posada Juan Fernando

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
 PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - LA SMO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/25/2016		M	5,142 A \$ 61.325	23,414.5041	D	
Common Stock	02/25/2016		S	5,142 D \$ 82.1846	18,272.5041	D	
Common Stock	02/29/2016		S	1,821 (2) D \$ 81.1447	16,451.5041	D	
Common Stock	02/29/2016		M	4,236 A \$ 34.5688	20,687.5041	D	
	02/29/2016		S	4,236 D	16,451.5041	D	

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Common Stock	\$ 80.9221 <u>(4)</u>			
Common Stock		5,261.097 <u>(5)</u>	I	International Stock Ownership Plan (Colombia)
Common Stock		21.816 <u>(6)</u>	I	International Stock Ownership Plan (Colombia) - By Daughter

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 61.325	02/25/2016		M	5,142	09/15/2009 09/15/2016	Common Stock	5,142
Stock Option (Right to Buy)	\$ 34.5688	02/29/2016		M	4,236	09/24/2004 09/24/2016	Common Stock	4,236

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Posada Juan Fernando ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			President - LA SMO	

Signatures

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

Posada

02/29/2016

__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 \$82.18 to \$82.185. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Shares sold to cover taxes on previous Restricted Stock Unit grant.
- (3) Weighted average price of the shares sold. The price range was \$81.144 to \$81.145. Full information regarding the number of shares sold at each separate price available upon request.
- (4) Weighted average price of the shares sold. The price range was \$80.921 to \$80.931. Full information regarding the number of shares sold at each separate price available upon request.
- (5) Reflects adjustment to ISOP as of February 29, 2016.
- (6) Reflects adjustment to ISOP as of February 29, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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