Edgar Filing: Pritchard Marc S. - Form 4

Form 4 February 17,										
FORM									APPROVAL	
	UNITED S	STATES		RITIES A shington,			COMMISSION	N OMB Number:	3235-0287	
Check thi			vva	sinington,	D.C. 20	349		Expires:	January 31,	
if no long subject to Section 10 Form 4 or	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a	a) of the l	Public U	tility Hold	ling Con		nge Act of 1934, of 1935 or Section 940			
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> Pritchard Marc S.			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/iddle)		f Earliest Ti		00[10]	(Che	eck all applical	ble)	
, <i>,</i> ,	TER & GAMBL		(Month/E 02/15/2	Day/Year)	unsuction		Director X_ Officer (giv below) Global B		0% Owner tther (specify Officer	
	(Street)			endment, Da hth/Day/Year	-	1	6. Individual or . Applicable Line) _X_ Form filed by	One Reporting	Person	
CINCINNA	TI, OH 45202						Form filed by Person	More than One	Keporting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Securities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Common Stock							65,287.2505 (1)	D		
Common Stock							107.032	I	By Daughter ACP	
Common Stock							107.032	I	By Daughter CEP	
Common Stock							107.032	I	By Daughter NJP	
Common Stock							602	Ι	By Wife	

Common Stock					22	,026.191 <u>(2)</u>	I	By Retirem Plan Trustees		
Reminder: Re	port on a sepa	rate line for each class	s of securities benefic	Persons informat required displays number	who respon tion containe to respond a currently	d to the coll d in this for unless the f valid OMB c	m are not orm ontrol	SEC 1474 (9-02)		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		its, calls, warrants, o	options, con	5. Number on f Derivative Securities	-		Securities	8. Pr Deriv Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	02/15/2011		А	74.01	<u>(4)</u>	<u>(4)</u>	Common Stock	74.01	\$
Reporting Owners										

Reporting Owner Name / Address	Relationships						
r g the second second	Director	10% Owner	Officer	Other			
Pritchard Marc S. ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Global Brand Building Officer				
Signatures							
/s/ Kenneth L. Blackburn, Attorney-in-Fa PRITCHARD	act for M.	ARC S.	02/17/2011				

**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). **

Date

(1) Total includes grant of dividend equivalents on 2/15/11 in the form of RSUs settled in common stock.

(2) Balance as of 12/31/10.

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