MCDONALD ROBERT A

Form 4

October 31, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDONALD ROBERT A				nbol	e and Ticker or Trading & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)		(First) (Middle) 3. D	ate of Earli	est Transaction	(encon an applicable)				
ONE PROCTER AND GAMBLE PLAZA			`	onth/Day/Yo 31/2011	ear)	Director 10% Owner _X Officer (give title Other (specify below) COB, Pres. & CEO				
		(Street)	4. If	Amendme	nt, Date Original	6. Individual or Joint/Group Filing(Check				
	CINCINNA	ATI, OH 45202	File	d(Month/Da	y/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities Ac		of, or Benefici	ially Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
	Security	(Month/Day/Year)	Execution Date	, if Trans	action(A) or Disposed of (D)	Securities	Ownership	Indirect		
	(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		

(City)	(State)	(Zip) 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. Transa Code (Instr.		4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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	10/31/2011		P		6,299	A	\$ 64.78	74,932	I	By RAM Revocable Trust
Common Stock	10/31/2011		G	V	6,299	D	\$ 0	68,633	I	By RAM Revocable Trust
Common Stock								85,428.175	D	
Common Stock								35,000.7078 (1)	I	By Retirement Plan

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Trustees

(9-02)

9. Nu

Deriv

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

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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.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date		or	
								Title	Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MCDONALD ROBERT A ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

COB, Pres. & CEO

Signatures

/s/ Kenneth L. Blackburn, Attorney-in-Fact for ROBERT A. **MCDONALD**

10/31/2011

**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) Balance as of 9/30/11.

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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