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PASSERIN Form 4 May 17, 20											
•	ЛЛ									APPROVAL	
FORM 4 UNITED STATES S				SECURITIES AND EXCHANGE COM Washington, D.C. 20549					OMB Number:	3235-0287	
Check t if no lor	nger	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange							Expires:	January 31, 2005	
subject Section Form 4 Form 5	16. or								Estimated burden ho response.	urs per	
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the F	Public U		lding Co	mpa	ny Act of	1935 or Sectio	n		
(Print or Type	Responses)										
PASSERINI FILIPPO S			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)			of Earliest T			[FU]	(Check all applicable)			
				Day/Year) 2012				Director 10% Owner X Officer (give title Other (specify below) below) Grp Pres-CIO & Global Bus Svcs			
CINICININ	(Street)			endment, D onth/Day/Yea	-	al		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N	oint/Group Fil	ing(Check Person	
(City)	ATI, OH 45202 (State)	(Zip)						Person			
	. ,	-					_	uired, Disposed o		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	(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	05/15/2012			F	10 <u>(1)</u>	D	\$ 63.855	80,577.678 (2)	D		
Common Stock								2,050.83	I	By daughter Chiara	
Common Stock								2,027.833	I	By daughter Marta	
Common Stock								5,565.8091 (3)	I	By Retirement Plan Trustees	
								2,049.753	Ι		

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Stock									Emanuel	le		
Reminder: Re	port on a separ		of securities benefic ive Securities Acqui ts, calls, warrants, o	Persons informat required displays number red, Dispo	who res tion conta to respo a curren sed of, or l	pond ained ond u itly va Benefi	to the colle in this form nless the for alid OMB co icially Owned	i are not rm ntrol	SEC 1474 (9-02)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		ed 4. Date, if Transactio Code ay/Year) (Instr. 8)		4. 5. Number of TransactiorDerivative Code Securities		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

(5) Stock 99.052 <u>(4)</u> 05/15/2012 Α Units

Reporting Owners

Restricted

Common

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs				
Signatures							
/s/ Sandra T. Lane, Attorney-In-Fact for FIL	IPPO		05/17/0010				

PASSERINI

**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).
- Automatic conversion of Restricted Stock Units ("RSUs") to withhold for taxes due on dividend equivalents granted in the form of RSUs (1) settled in common stock on 5/15/2012.
- (2) Total includes grant of dividend equivalents on 5/15/2012 in the form of RSUs settled in common stock.
- (3) Balance as of 3/31/2012.

By son

Common

Stock

99.052

(5)

8.] De Se (In

05/17/2012

Date

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- (4) 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.
- (5) 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.