PROCTER & GAMBLE Co

Form 4

August 21, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

08/20/2013

Stock

Stock

Common

`	• ′									
1. Name and Address of Reporting Person * HENRETTA DEBORAH A			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			PROCTER & GAMBLE Co [PG]				(Check all applicable)			
, , , , , , , , , , , , , , , , , , , ,			3. Date of Earliest Transaction							
ONE PROCTER & GAMBLE			(Month/Day/Year)				Director _X_ Officer (gi		0% Owner other (specify	
PLAZA	CIER & GAMBI	CE ()	8/20/2013				below)	below) resident Globa		
	(Street)	4.	. If Amendment,	Date Origin	nal		6. Individual or Joint/Group Filing(Check			
		Fi	Filed(Month/Day/Year)				Applicable Line)			
CINCINNA	ATI, OH 45202					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non	-Derivativ	e Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	ate, if Transact Code	if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ar) (Instr. 8)			5. Amount of Securities Ownership Indirect Beneficially Form: Beneficially Owned Direct (D) Ownership Owned Oirect (D) Ownership Owned Oirect (D) Ownership Or Indirect (Instr. Reported (I) Transaction(s) (Instr. 4)			
			Code V	7 Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	08/20/2013		A	3,141	A	\$ 0 (1)	143,325.663	D		
Common	08/20/2013		F	203	D	\$	143 122 663	D		

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

F

203

D

79.69

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

143,122.663

17,977.7522 I

D

By

Plan Trustees

Retirement

Edgar Filing: PROCTER & GAMBLE Co - Form 4

required to respond unless the form displays a currently valid OMB control number.

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 a	and	8. Price of	9. Nu
Derivative	Conversion	Month/Day/Year) Execution Date, if		Transaction	onNumber Expiration Date		ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration Date	Title Number			
						Exercisable					
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENRETTA DEBORAH A Group
ONE PROCTER & GAMBLE PLAZA President
CINCINNATI, OH 45202 Global Beauty

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Deborah A.
Henretta

08/21/2013

**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) Restricted Stock Units awarded pursuant to Issuer's 2009 Stock and Incentive Compensation Plan.

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.

Reporting Owners 2