Edgar Filing: PROCTER & GAMBLE Co - Form 4

PROCTER & Form 4 December 11	z GAMBLE Co								
FORM Check thi	4 UNITED STA		ITIES A hington,			NGE	COMMISSION	OMB Number:	PPROVAL 3235-0287
if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Expires: 200 Estimated average burden hours per									2005 average irs per
(Print or Type F	Responses)								
1. Name and A LUNDGRE	Symbol	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) ONE PROC PLAZA	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2013				(Check all applicable) <u>X</u> Director 10% Owner Officer (give title Other (specify below)			
CINCINNA	f Amendment, Date Original ed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	lecuri	ties Ac	Person quired, Disposed o	f. or Beneficial	llv Owned
1.Title of Security (Instr. 3)	1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, is any			3.4. SecuritiesifTransactionAcquired (A) orCodeDisposed of (D)ar)(Instr. 8)(Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/10/2013		Code V A	Amount 329	(A) or (D) A	Price \$ 0 (1)	Reported Transaction(s) (Instr. 3 and 4) 3,701.315 (2)	D	
Common Stock							530	I	Shares Held by Spouse

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address							
I State and the second	Director	10% Owner	Officer	Other			
LUNDGREN TERRY J ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Х						
Signatures							
/s/ Sandra T. Lane, attorney-in-fact for T Lundgren	erry J.	12/11/2013					
**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) Stock Units awarded pursuant to Issuer's 2003 Non-Employee Directors' Stock Plan.
- (2) Total includes grant of dividend equivalents in the form of RSUs on November 15, 2013, pursuant to issuer's 2003 Non-Employee Directors' Stock 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.