

Jejurikar Shailesh
Form 3
August 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Jejurikar Shailesh | | (Month/Day/Year) | PROCTER & GAMBLE Co [PG] | |
| (Last) | (First) | 08/01/2018 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE PROCTER & GAMBLE PLAZA | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CINCINNATI,Â OHÂ 45202 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | President - Global Fabric Care | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|--|
| Common Stock | 8,229.538 | D | Â |
| Common Stock | 1,271.0174 | I | By Retirement Plan Trustee |
| Common Stock | 2,273.77 | I | International Stock Ownership Plan (Singapore) Trustee |
| Common Stock | 16,303 | I | Shailesh Jejurikar Trust |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|------------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 02/27/2012 | 02/27/2019 | Common Stock | 19,723 | \$ 48.17 | D | Â |
| Stock Option (Right to Buy) | 02/26/2013 | 02/26/2020 | Common Stock | 17,210 | \$ 63.28 | D | Â |
| Stock Option (Right to Buy) | 02/28/2014 | 02/28/2021 | Common Stock | 19,910 | \$ 63.05 | D | Â |
| Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 31,209 | \$ 67.52 | D | Â |
| Stock Option (Right to Buy) | 02/28/2016 | 02/28/2023 | Common Stock | 12,465 | \$ 76.18 | D | Â |
| Stock Option (Right to Buy) | 02/28/2017 | 02/28/2024 | Common Stock | 38,196 | \$ 78.66 | D | Â |
| Stock Option (Right to Buy) | 02/27/2018 | 02/27/2025 | Common Stock | 49,337 | \$ 85.13 | D | Â |
| Restricted Stock Units | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 337,944 | \$ ⁽²⁾ | D | Â |
| Stock Option (Right to Buy) | 02/28/2019 | 02/28/2026 | Common Stock | 62,275 | \$ 80.29 | D | Â |
| Restricted Stock Units | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 367.26 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 371,525 | \$ ⁽⁴⁾ | D | Â |
| Stock Option (Right to Buy) | 02/28/2020 | 02/28/2027 | Common Stock | 94,289 | \$ 91.07 | D | Â |
| Stock Option (Right to Buy) | 02/28/2021 | 02/28/2028 | Common Stock | 105,170 | \$ 78.52 | D | Â |
| Series A Preferred Stock | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 596,1417 | \$ ⁽⁶⁾ | I | By Retirement Plan Trustee |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jejurikar Shailesh ONE PROCTER & GAMBLE PLAZA | Â | Â | Â President - Global Fabric Care | Â |

CINCINNATI, OH 45202

Signatures

/s/ Robert B. White, attorney-in-fact for Shailesh
Jejurikar

08/02/2018

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (2) Retirement award in the form of Restricted Stock Units which represent the contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/15.
- (3) Retirement award in the form of Restricted Stock Units which represent the contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/16.
- (4) Retirement award in the form of Restricted Stock Units which represent the contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/17.
- (5) Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (6) Series A Preferred Stock allocated to Officer's Retirement Plan Account pursuant to formula award provisions.

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.