Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER Form 4 August 08, FORM Check to if no los subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	M 4 UNITED this box nger to 16. or STATEM Filed pur Section 17(AENT O rsuant to S (a) of the 3	Wa F CHAN Section	NGES IN SECUI 16(a) of tl	h, D.C. 2 BENEI RITIES he Secur Iding Co	0549 FICL ities	AL OW Exchang ny Act c	COMMISSION NERSHIP OF ge Act of 1934, of 1935 or Sectic 40	OMB Number: Expires: Estimated burden he response	•	
(Print or Type	e Responses)										
			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year) 08/04/2005					Director 10% Owner XOfficer (give title Other (specify below) below) Chief Legal Officer			
				If Amendment, Date Original led(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 Person 			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativo	e Secu	irities Ac	quired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	ed of (D) 5)	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	08/04/2005			A A	Amount 2,201	(D) A	Price (<u>1)</u>	329,482	D		
Common Stock	08/04/2005			F	163	D	\$ 54.53	329,319	D		
Common Stock								66,008.8647	Ι	By Retirement Plan Trustees	
Common Stock								1,032	Ι	By Son, Bradley	
								8,864	I	By Spouse	

Edgar Filing: PROCTER & GAMBLE CO - Form 4

Common Stock

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

Persons who respond to the collection of information contained in this form are not 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON JAMES J ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Chief Legal Officer				

Signatures

JAMES J. JOHNSON

08/08/2005

<u>**</u>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) Shares awarded pursuant to Issuer's 2001 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.