## PROCTER & GAMBLE CO

Form 4

November 19, 2007

# FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

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Number: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

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)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DALEY CLAYTON C JR Issuer Symbol PROCTER & GAMBLE CO [PG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify ONE PROCTER AND GAMBLE 11/15/2007 below) **PLAZA** VC and Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### CINCINNATI, OH 45202

| (City)                               | (State)                                 | (Zip) Tab  | le I - N | on-I                                   | Derivative | Secui            | rities Ac  | equired, Disposed                              | of, or Benefic                            | ially Owned   |  |
|--------------------------------------|---|--|----------|--|------------|------------------|------------|--|---|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) |          | 3.<br>Transactio<br>Code<br>(Instr. 8) |            |                  |            | Securities Beneficially Owned Following        | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |  | Code     | V                                      | Amount     | (A)<br>or<br>(D) | Price      | Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (I)<br>(Instr. 4)                         |   |  |
| Common<br>Stock                      | 11/05/2007                              |  | G        | V                                      | 1,295      | D                | \$0        | 161,591.841                                    | D   |   |  |
| Common<br>Stock                      | 11/07/2007                              |  | G        | V                                      | 20         | D                | \$0        | 161,571.841                                    | D   |   |  |
| Common<br>Stock                      | 11/15/2007                              |  | F        |  | 14         | D                | \$<br>71.9 | 161,557.841<br>(1)                             | D   |   |  |
| Common<br>Stock                      |   |  |          |  |            |                  |            | 484  | I   | By Daley<br>Investment<br>Co. Ltd.                                |  |
| Common<br>Stock                      |   |  |          |  |            |                  |            | 52,793.0241<br>(2)                             | I   | By<br>Retirement  |  |

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|  |  | Plan<br>Trustees                    |
|--|--|-------------------------------------|
| Common<br>Stock  | 5,429 I  | Charitable<br>Remainder<br>Unitrust |
| Reminder: Report on a separate line for each class of securities benefic | ially 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. | SEC 1474<br>(9-02)                  |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

\*\*Signature of Reporting Person

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) |  |      | any Code |        | Transaction<br>Code<br>(Instr. 8) |                     | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                 | Derivative E<br>Securities (I<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, |    | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|---|---|--------------------------------------|--|------|----------|--------|-----------------------------------|---------------------|---|-----------------|---|----|---|--|--|--|---|--|
|   |   |                                      |  | Code | V        | (A)    | (D)                               | Date<br>Exercisable | Expiration<br>Date  | Title           | Amount<br>or<br>Number<br>of Shares   |    |   |  |  |  |   |  |
| Series A<br>Preferred<br>Stock                      | \$ 0 (3)  | 03/31/2007(4)                        |  | A    | V        | 5.1199 |                                   | <u>(5)</u>          | <u>(5)</u>  | Common<br>Stock | 5.1199  | \$ |   |  |  |  |   |  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |   |       |  |  |  |  |
|--|---------------|-----------|---|-------|--|--|--|--|
| . 6  | Director      | 10% Owner | Officer                                 | Other |  |  |  |  |
| DALEY CLAYTON C JR<br>ONE PROCTER AND GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | VC and<br>Chief<br>Financial<br>Officer |       |  |  |  |  |
| Signatures   |               |           |   |       |  |  |  |  |
| Jason P. Muncy as Attorney-in-Fact for CLAY DALEY, JR.                     | TON C.        | 11/       | 19/2007                                 |       |  |  |  |  |

2 Reporting Owners

Date

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# **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) Total includes grant of dividends in the form of RSUs on November 15, 2007.
- (2) Holdings as of 6/30/2007.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 01/01/2007 through 03/31/2007.
- (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 Retirement Plan 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.