#### PROCTER & GAMBLE CO

Form 4

August 11, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287 January 31,

0.5

Expires: 2005

**OMB APPROVAL** 

burden hours per response...

Estimated average

Check this box if no longer subject to Section 16. Form 4 or 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)

	Address of Reporting MARIANO	Sym	bol	d Ticker or Trading  AMBLE CO [PG]	5. Relationship Issuer	of Reporting P	`,
(Last)	(First) (	(Middle) 3. Da	ate of Earliest	Transaction	(		,
ONE PRO	CTER AND GAN	`	nth/Day/Year) 07/2008		X_ Officer (gibelow)	ive title1 below) Cust. Bus. Dev	Other (specify
	(Street)	4. If	Amendment, I	Date Original	6. Individual or	Joint/Group F	iling(Check
CINCINNA	ATI, OH 45202	Filed	I(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by Form filed by Person	, ,	
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)			4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Ye	ear) (Instr. 8)		Owned	Direct (D)	Ownership

							•		•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111311 1)	
Common Stock	08/07/2008		A	1,051	A	<u>(1)</u>	42,655.034	D	
Common Stock	08/07/2008		F	23	D	\$ 62.36	42,632.034	D	
Common Stock							2,000	I	By Trust (2)
Common Stock							68	I	By Son Ignacio (3)
Common Stock							68	I	By Son Javier (4)

#### Edgar Filing: PROCTER & GAMBLE CO - Form 4

Common Stock	68	I	By Son Jaime (5)
Common Stock	68	I	By Daughter Sandra (6)
Common Stock	4,349.5612 (7)	I	By Retirement Plan Trustees
Reminder: Report on a separate line for each class of securities beneficially owned	directly or indirectly		

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.

SEC 1474

(9-02)

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun 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	Relationships						
	Director	10% Owner	Officer	Other			
MARTIN MARIANO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Cust. Bus. Dev. Officer				

## **Signatures**

/s/ Jason P. Muncy, Attorney-In-Fact for MARIANO	08/11/2008
MARTIN	08/11/2008

\*\*Signature of Reporting Person

Reporting Owners 2

Date

#### Edgar Filing: PROCTER & GAMBLE CO - Form 4

### **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) Award in the form of Restricted Stock Units. Amount and price computed per benefit formula for plan year ended June 30, 2008.
- (2) The Mariano Martin Revocable Living Trust.
- (3) Mariano Martin custodian for Ignacio Martin Chocano (UGMA).
- (4) Mariano Martin custodian for Javier Martin Chocano (UGMA).
- (5) Mariano Martin custodian for Jaime Martin Chocano (UGMA).
- (6) Mariano Martin custodian for Sandra Martin Chocano under the Uniform Gift to Minors Act (UGMA).
- (7) Holdings as of 6/30/08.

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.