

Geissler Werner
Form 5
August 07, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
Geissler Werner

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE CO [PG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman - GO

ONE PROCTER & GAMBLE
PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| Common Stock | 12/10/2007 | Â | P4 | 186 ⁽¹⁾ | A | \$ 74.43 | 193,795.797 | D | Â |
| Common Stock | 02/04/2008 | Â | P4 | 20 ⁽¹⁾ | A | \$ 66.7019 | 193,815.797 | D | Â |
| Common Stock | 03/24/2008 | Â | P4 | 1 ⁽¹⁾ | A | \$ 69.5 | 193,816.797 | D | Â |
| Common Stock | 04/23/2008 | Â | S4 | 207 ⁽¹⁾ | D | \$ 67.1888 | 193,609.797 | D | Â |
| | 01/20/2009 | Â | P4 | 53 ⁽¹⁾ | A | \$ 57.875 | 193,662.797 | D | Â |

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| | | | | | | | | | | |
|--------------|------------|---|----|-------------------|---|------------|---------------------------|---|---|-----------------------------|
| Common Stock | | | | | | | | | | |
| Common Stock | 03/24/2009 | Â | S4 | 53 ⁽¹⁾ | D | \$ 47.4645 | 193,609.797 | D | Â | |
| Common Stock | 04/23/2009 | Â | P4 | 48 ⁽¹⁾ | A | \$ 49.5053 | 193,657.797 | D | Â | |
| Common Stock | 05/19/2009 | Â | P4 | 56 ⁽¹⁾ | A | \$ 53.1961 | 193,713.797 | D | Â | |
| Common Stock | 06/23/2009 | Â | S4 | 16 ⁽¹⁾ | D | \$ 50.6121 | 193,697.797 | D | Â | |
| Common Stock | 06/25/2009 | Â | P4 | 38 ⁽¹⁾ | A | \$ 51.8391 | 193,735.797 | D | Â | |
| Common Stock | 07/07/2009 | Â | P4 | 56 ⁽¹⁾ | A | \$ 52.2275 | 193,791.797 | D | Â | |
| Common Stock | 07/08/2009 | Â | P4 | 30 ⁽¹⁾ | A | \$ 52.564 | 193,821.797 | D | Â | |
| Common Stock | 07/09/2009 | Â | S4 | 32 ⁽¹⁾ | D | \$ 52.5591 | 193,789.797 | D | Â | |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,511.8841 ⁽²⁾ | I | | By Retirement Plan Trustees |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,983 | I | | By Spouse |

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

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(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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Geissler Werner ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | Â | Â | Â Vice Chairman - GO | Â |

Signatures

/s/ Adam Newton, Attorney-in-Fact for WERNER
GEISSLER

08/07/2009

__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) These transactions were performed by Mr. Geissler's financial managers on a discretionary basis without his knowledge or direction and were inadvertently omitted from his common stock holdings, which now reflect the net increase of 180 shares.
- (2) Holdings as of 6/30/09.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.