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Brown Bru Form 4	ice										
February 2	8, 2012										
FOR	M 4 UNITED	STATES	SFCU	IDITIES	AND FY	ксн	ANGE C	OMMISSION		PPROVAL	
		SIAIL		ashingto				01411411551014	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF							AL OWN	ERSHIP OF	Expires: Estimated a	January 31 2005 average	
Section Form 4 Form 5 obligat may co	n 16. For Filed pu	(a) of the	Public 1	16(a) of Utility Ho	olding Co	rities ompai	•	Act of 1934, 1935 or Section	burden hou response	urs per	
(Print or Type	e Responses)										
Brown Bruce Sy							8	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	PROCTER & GAMBLE Co [PG] 3. Date of Earliest Transaction (Chec						k all applicable)		
(N				/Day/Year)				Director 10% Owner XOfficer (give title Other (specify below) Chief Technology Officer			
CINCINN	(Street) ATI, OH 45202			nendment, Ionth/Day/Y	-	nal		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting P	erson	
(City)	(State)	(Zip)	-			~		Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transactic Code	4. Securit onor Dispos (Instr. 3, 4	ies Ac ed of (4 and 5	quired (A) (D)	fired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported	or Beneficially Owned 6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)		
				Code V	Amount	(A) or (D)	Price \$	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/24/2012			S	9,632	D	φ 66.8505 (<u>1)</u>	20,290.49	D		
Common Stock	02/27/2012			М	9,062	А	\$ 49.4759	29,352.49	D		
Common Stock	02/27/2012			М	3,500	А		32,852.49	D		
Common Stock	02/27/2012			S	12,562	D	\$ 66.8403	20,290.49	D		
								19,040.8858	Ι		

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Common Stock									By Retireme Plan Trustees	ent
Common Stock							30	Ι	By Spou	se
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number. Table IL - Derivative Securities Acquired Disposed of or Beneficially Owned										
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. Transactic Code (Instr. 8)	onof D Secu Acqu (A) o Disp (D)	urities uired or oosed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.4759	02/27/2012		М		9,062	09/15/2002	09/15/2014	Common Stock	9,062
Stock Option (Right to Buy)	\$ 51.415	02/27/2012		М		3,500	02/27/2007	02/27/2014	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Brown Bruce ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Chief Technology Officer		

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Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for BRUCE BROWN

02/28/2012

**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) Weighted average price of the shares sold. The price range was \$66.85 to \$66.8517. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Weighted average price of the shares sold. The price range was \$66.84 to \$66.8417. Full information regarding the number of shares sold at each separate price available upon request.

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.