

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

February 25, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 R. Kerry Clark
 One Procter and Gamble Plaza
 OH, Cincinnati 45202
2. Issuer Name and Ticker or Trading Symbol
 The Procter and Gamble Company (PG)
3. IRS or Social Security Number of Reporting Person (Voluntary)
 N/A
4. Statement for Month/Day/Year
 2/25/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Vice Chairman of the Board and President-Market Dev. and Business Operations
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock							45921
Common Stock							3600.6325
Common Stock							537
Common Stock							490
Common Stock							490
Common Stock	12/19/ 2002		W V	1000	A		
Common Stock	2/25/ 2003		S	1000	D	82.22	0

Table II -- Derivative Securites Acquired, Disposed of, or Beneficially Owned

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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. Deemed Execution	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership

Explanation of Responses:

1. By Norah J. Clark as Custodian for daughter, Alissa.
2. By Norah J. Clark as Custodian for daughter, Heather.
3. The reporting person is one of five trustees responsible for administration of this trust established pursuant to a will and disclaims any beneficial ownership other than that attributable to him by law.

SIGNATURE OF REPORTING PERSON

R. Kerry Clark
/S/ R. KERRY CLARK