

PROCTER & GAMBLE CO
Form 4
August 24, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STENGEL JAMES R

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Global Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/22/2005 | | M | | \$ 12,486 29.8768 | A | 30,166.54 (1) D |
| Common Stock | 08/22/2005 | | M | | \$ 3,230 37.4778 | A | 33,396.54 D |
| Common Stock | 08/22/2005 | | M | | \$ 11,708 41.9732 | A | 45,104.54 D |
| Common Stock | 08/22/2005 | | M | | \$ 2,788 45.2129 | A | 47,892.54 D |
| Common Stock | 08/22/2005 | | S | | \$ 25,200 55.26 | D | 22,692.54 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|-----------------------------|
| Common Stock | 08/22/2005 | S | 4,300 | D | \$ 55.3 | 18,392.54 | D | |
| Common Stock | 08/22/2005 | S | 200 | D | \$ 55.31 | 18,192.54 | D | |
| Common Stock | 08/22/2005 | S | 512 | D | \$ 55.28 | 17,680.54 | D | |
| Common Stock | | | | | | 110 | I | By Daughter |
| Common Stock | | | | | | 11,930.4 | I | By Retirement Plan Trustees |
| Common Stock | | | | | | 130 | I | By Son |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 29.8768 | 08/22/2005 | | M | 12,486 (2) | 02/28/1998 | 02/28/2007 | Common Stock | 12,486 |
| Stock Option (right to buy) | \$ 37.4778 | 08/22/2005 | | M | 3,230 (2) | 07/09/1998 | 07/09/2007 | Common Stock | 3,230 |
| Stock Option (right to buy) | \$ 41.9732 | 08/22/2005 | | M | 11,708 (3) | 02/27/1999 | 02/27/2008 | Common Stock | 11,708 |

| | | | | | | | | | |
|-----------------------------|------------|------------|--|---|---------------------|------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 45.2129 | 08/22/2005 | | M | 2,788 <u>(3)</u> | 07/09/1999 | 07/09/2008 | Common Stock | 2,788 |
|-----------------------------|------------|------------|--|---|---------------------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STENDEL JAMES R ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202 | | | Global Marketing Officer | |

Signatures

| | |
|------------------------------------|------------|
| JAMES R. STENDEL | 08/24/2005 |
| **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) Total reflects grant of dividend equivalents in the form of RSUs on November 15, 2004, February 15, 2005 and May 16, 2005, pursuant to Issuer's 2001 Stock and Incentive Compensation Plan.
- (2) Shares adjusted for 2-for-1 stock splits on 8/22/97 and 5/21/04.
- (3) Shares adjusted for 2-for-1 stock split on May 21, 2004.

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.