

Skoufalos Ioannis  
Form 4  
July 18, 2012

**FORM 4**

**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).

**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 \*  
Skoufalos Ioannis

(Last) (First) (Middle)

ONE PROCTER & 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)  
07/16/2012

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 Product Supply 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 (A) or Price (D)		
Common Stock	07/16/2012		F		68 <sup>(1)</sup>	D	\$ 64.755 15,299.506 D
Common Stock	07/16/2012		M		37	A	\$ 64.755 15,336.506 D
Common Stock	07/16/2012		F		37 <sup>(1)</sup>	D	\$ 64.755 15,299.506 D
Common Stock	07/16/2012		M		310	A	\$ 64.755 15,609.506 D
Common Stock	07/16/2012		F		310 <sup>(1)</sup>	D	\$ 64.755 15,299.506 D

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Common Stock	2,971.9238 <u>(2)</u>	I	By Retirement Plan Trustees
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	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. Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	07/16/2012		M	37	<u>(4)</u> <u>(4)</u>	Common Stock	37
Stock Option (Right to Buy)	\$ 67.52 <u>(5)</u>	07/16/2012		M	310	02/28/2015      02/28/2022	Common Stock	310

## Reporting Owners

Reporting Owner Name / Address	Relationships				
Skoufalos Ioannis ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	<table style="width: 100%; border: none;"> <tr> <td style="width: 25%;">Director</td> <td style="width: 25%;">10% Owner</td> <td style="width: 25%;">Officer</td> <td style="width: 25%;">Other</td> </tr> </table> Global Product Supply Officer	Director	10% Owner	Officer	Other
Director	10% Owner	Officer	Other		

## Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for IOANNIS SKOUFALOS	07/18/2012
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\*\*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) Shares withheld to cover taxes when reporting person became 55.
- (2) Balance as of 6/30/12.
- (3) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/11.
- (4) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (5) Employee stock option granted under Issuer's 2009 Stock Option and Incentive Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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