

PROCTER & GAMBLE Co
Form 4
February 24, 2014

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 *
Pritchard Marc S.

(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)
02/20/2014

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 Brand Building 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 (A) or (D)		
Common Stock	02/20/2014		M		14,140	A	\$ 44.2656 123,104.6343 (1) D
Common Stock	02/20/2014		M		34,038	A	\$ 51.415 157,142.6343 D
Common Stock	02/20/2014		M		68,074	A	\$ 51.415 225,216.6343 D
Common Stock	02/20/2014		M		4,916	A	\$ 42.7329 230,132.6343 D
Common Stock	02/20/2014		S		34,038	D	\$ 78.1829 196,094.6343 (2) D

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Common Stock	02/20/2014	S	68,074	D	\$ <u>(2)</u> 78.1829	128,020.6343	D	
Common Stock	02/20/2014	S	14,140	D	\$ <u>(2)</u> 78.1829	113,880.6343	D	
Common Stock	02/20/2014	S	4,916	D	\$ <u>(2)</u> 78.1829	108,964.6343	D	
Common Stock						107.032	I	By Daughter ACP
Common Stock						107.032	I	By Daughter CEP
Common Stock						107.032	I	By Daughter NJP
Common Stock						27,002.1458 <u>(3)</u>	I	By Retirement Plan Trustees
Common Stock						602	I	By Wife

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(4)</u>	02/18/2014		A	V 108.829	<u>(5)</u>	<u>(5)</u>	Common Stock
	\$ 44.2656	02/20/2014		M	14,140	02/26/2002	02/26/2014	

Stock Option (Right to Buy)									Common Stock
Stock Option (Right to Buy)	\$ 51.415	02/20/2014	M	34,038	02/27/2007	02/27/2014			Common Stock
Stock Option (Right to Buy)	\$ 51.415	02/20/2014	M	68,074	02/27/2007	02/27/2014			Common Stock
Stock Option (Right to Buy)	\$ 42.7329	02/20/2014	M	4,916	07/09/2002	07/09/2014			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pritchard Marc S. ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Global Brand Building Officer	

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARC S. PRITCHARD
02/24/2014

**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 includes grant of dividend equivalents on 2/18/14 in the form of RSUs settled in common stock.
- (2) Weighted average price of the shares sold. The price range was \$78.1550 to \$78.2100. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Balance as of 12/31/13
- (4) Dividend equivalents in the form of Retirement RSU's previously awarded pursuant to Issuer's retirement program. All such RSU's represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (5) These units 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.

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.