

PROCTER & GAMBLE CO  
Form FWP  
August 26, 2009

Filed Pursuant to 433  
Registration No. 333-145938  
August 25, 2009

**Pricing Term Sheet**  
**The Procter & Gamble Company**  
**3.150% Notes due September 1, 2015**

<b>Issuer:</b>	The Procter & Gamble Company
<b>Aggregate Principal Amount Offered:</b>	\$500,000,000
<b>Maturity Date:</b>	September 1, 2015
<b>Coupon (Interest Rate):</b>	3.150%
<b>Price to Public (Issue Price):</b>	99.772% of principal amount
<b>Yield to Maturity:</b>	3.192%
<b>Spread to Benchmark Treasury:</b>	+75 basis points
<b>Benchmark Treasury:</b>	2.625% due July 31, 2014
<b>Benchmark Treasury Yield:</b>	2.442%
<b>Interest Payment Dates:</b>	March 1 and September 1, commencing March 1, 2010
<b>Day Count Convention:</b>	30/360
<b>Make-whole Redemption:</b>	At any time at the greater of 100% or a discount rate of Treasury plus 10 basis points
<b>Trade Date:</b>	August 25, 2009
<b>Settlement Date:</b>	August 28, 2009 (T+3)
<b>CUSIP Number:</b>	742718 DQ9
<b>ISIN Number:</b>	US742718DQ98
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co., J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated
<b>Senior Co-Managers:</b>	Banc of America Securities LLC, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., RBS Securities Inc.
<b>Co-Managers:</b>	Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Mitsubishi UFJ Securities (USA), Inc.
<b>Type of Offering:</b>	SEC Registered
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody s: Aa3 (Negative Outlook); S&P: AA- (Stable)
<b>Concurrent Offerings:</b>	\$1,000,000,000 of 1.350% Notes due August 26, 2011 expected to be issued on August 28, 2009 by Procter & Gamble International Funding SCA, fully and unconditionally guaranteed by The Procter & Gamble Company. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offering.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this**

**offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll-free at 1-866-471-2526, J.P. Morgan Securities Inc. collect at 1-212-834-4533, or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.**

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