#### HARRISON R KEITH

Form 4

November 04, 2009

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

> January 31, 2005

burden hours per

Expires: Estimated average

response... 0.5

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

(Fillit of Type	Responses)										
1. Name and Address of Reporting Person * HARRISON R KEITH			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction			(CI	еск ин иррнеи	<i>(</i>	
			(Month/D	ay/Year)				Director	10	0% Owner	
ONE PROCTER & GAMBLE PLAZA			09/30/2009					_X_ Officer (give title Other (specify below) below)  Global Product Supply Officer			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
CINCINNA		nth/Day/Year				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	)	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)	
Common Stock								63,642.061	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

31,622 (1)

21,235.8542

(2)

I

By RKH

Retirement

Trust

By

Plan Trustees

### Edgar Filing: HARRISON R KEITH - Form 4

required to respond unless the form displays a currently valid OMB control number.

# 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. Transa Code (Instr.		5. Number of ctionDerivative Securities 3) 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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(3)	09/30/2009(4)		A	V	240.5098		(5)	<u>(5)</u>	Common Stock	240.5098

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARRISON R KEITH ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

Global Product Supply Officer

### **Signatures**

/s/ Kenneth L. Blackburn, Attorney-in-Fact for R. KEITH HARRISON, JR.

11/04/2009

\*\*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) The RJH Trust balance of 31,622 was inadvertently left off the 9/15/09 Form 4 filing.
- (2) Balance as of 9/30/09.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 7/1/09 through 9/30/09.
- (5) Shares held by Retirement Plan Trustees. If officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (6) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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.

Reporting Owners 2