

Nagrath Moheet
Form 4
August 10, 2010

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 *
Nagrath Moheet

(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)
08/06/2010

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 Human Resources 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/06/2010		M	31,212	A \$ 34.5688	54,893.922	D
Common Stock	08/06/2010		F	5,328	D \$ 59.605	49,565.922	D
Common Stock	08/06/2010		M	4,540	A \$ 27.4459	54,105.922	D
Common Stock	08/06/2010		F	820	D \$ 59.605	53,285.922	D
Common Stock	08/06/2010		M	22,184	A \$ 31.0188	75,469.922	D

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Common Stock	08/06/2010	F	3,560	D	\$ 59.605	71,909.922	D	
Common Stock	08/06/2010	S	31,800	D	\$ 59.6252 <u>(1)</u>	40,109.922	D	
Common Stock	08/09/2010	S	4,540	D	\$ 60.614 <u>(2)</u>	35,569.922	D	
Common Stock						60	I	By MN Rev. Trust <u>(3)</u>
Common Stock						6,956.0593	I	By Retirement Plan Trustees

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.5688	08/06/2010		M	31,212	09/24/2004 09/24/2016	Common Stock 31,212
Stock Option (Right to Buy)	\$ 27.4459	08/06/2010		M	4,540	07/10/2003 07/10/2015	Common Stock 4,540
Stock Option (Right to Buy)	\$ 31.0118	08/06/2010		M	22,184	09/15/2003 09/15/2015	Common Stock 22,184

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nagrath Moheet ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Human Resources Officer	

Signatures

/s/ Kenneth L. Blackburn, Attorney-in-Fact for MOHEET
NAGRATH

08/10/2010

__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) Weighted average price of the shares sold. The price range was \$59.61 to \$59.64. Full information regarding the number of shares sold at each separate price available upon request.
 - (2) Weighted average price of the shares sold. The price range was \$60.61 to \$60.62. Full information regarding the number of shares sold at each separate price available upon request.
 - (3) By M. Nagrath Revocable Trust dated 5/17/2000.

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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