

PROCTER & GAMBLE Co
Form 4
November 26, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PASSERINI FILIPPO

(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)
11/21/2012

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)
Grp Pres-CIO & Global Bus Svcs

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		
Common Stock	11/21/2012		M		4,536 A \$ 44.2656	84,140.091	D
Common Stock	11/21/2012		M		2,286 A \$ 42.7329	86,426.091	D
Common Stock	11/21/2012		M		592 A \$ 42.7329	87,018.091	D
Common Stock	11/21/2012		M		12,720 A \$ 49.8594	99,738.091	D
Common Stock	11/21/2012		M		24,312 A \$ 51.415	124,050.091	D

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Common Stock	11/21/2012	M	12,156	A	\$ 51.415	136,206.091	D	
Common Stock	11/21/2012	S	56,602	D	\$ 68.2654 <u>(1)</u>	79,604.091	D	
Common Stock						2,438.83	I	By daughter Chiara
Common Stock						2,415.833	I	By daughter Marta
Common Stock						6,316.4439	I	By Retirement Plan Trustees
Common Stock						2,437.753	I	By son Emanuele

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.2656	11/21/2012		M	4,536	02/26/2002	02/26/2014	Common Stock	4,536
Stock Option (Right to Buy)	\$ 42.7329	11/21/2012		M	2,286	07/09/2002	07/09/2014	Common Stock	2,286
	\$ 42.7329	11/21/2012		M	592	07/09/2002	07/09/2014		592

Stock Option (Right to Buy)	Exercise Price	Grant Date	Expiration Date	Shares	Acquired On	Acquired Through	Common Stock	Shares
Stock Option (Right to Buy)	\$ 49.8594	11/21/2012		M	12,720	09/15/2002 09/15/2014	Common Stock	12,720
Stock Option (Right to Buy)	\$ 51.415	11/21/2012		M	24,312	02/27/2007 02/27/2014	Common Stock	24,312
Stock Option (Right to Buy)	\$ 51.415	11/21/2012		M	12,156	02/27/2007 02/27/2014	Common Stock	12,156

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs	

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for FILIPPO
PASSERINI

11/26/2012

__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 \$68.32 to \$68.40. Full information regarding the number of shares sold at each separate price available upon request.

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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