

PROCTER & GAMBLE Co  
Form 4  
February 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Abdelfattah Mohamed Samir Abdelrazek

(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)  
02/17/2016

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)  
President - IMEA SMO

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	(A) or (D)	Price
Common Stock	02/17/2016		M		23,468	A	\$ 63.28
					50,068.4839		D
Common Stock	02/17/2016		S		23,468	D	\$ 82.26
					26,600.4839		D
Common Stock	02/17/2016		M		17,839	A	\$ 66.18
					44,439.4839		D
Common Stock	02/17/2016		S		17,839	D	\$ 82.2604
					26,600.4839		D
Common Stock	02/17/2016		M		6,987	A	\$ 67.81
					33,587.4839		D

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Common Stock      02/17/2016      S      6,987      D      \$ 82.2916      26,600.4839      D  
(2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	\$ 63.28	02/17/2016		M	23,468	02/26/2013      02/26/2020	Common Stock      23,468
Stock Option (Right to Buy)	\$ 66.18	02/17/2016		M	17,839	02/28/2011      02/28/2018	Common Stock      17,839
Stock Option (Right to Buy)	\$ 67.81	02/17/2016		M	6,987	09/14/2010      09/14/2017	Common Stock      6,987

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abdelfattah Mohamed Samir Abdelrazek ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			President - IMEA SMO	

## Signatures

/s/ Sandra T. Lane, attorney-in-fact for Mr.  
Abdelfattah

02/18/2016

\_\_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 \$82.26 to \$82.28. 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 \$82.27 to \$82.31. 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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